

SPIDER-MAN[®]



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MARVEL

HINE • SAPOLSKY • DI GIANDOMENICO

SPIDER-MAN



NOIR

SPIDER-MAN



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ONE

NEW YORK CITY.
JANUARY, 1933

THE OFFICES OF
THE DAILY BUGLE.

The DAILY BUGLE





J. Jonah Jameson







Three weeks ago... is that all it was? Winter was setting in hard. Down below Riverside Drive, squatters had put up a shantytown along the Hudson from 72nd Street to 110th.

"Get me pictures, Ulrich," JJJ told me. "We're going to show the public what's really happening out there."



"I want broken men and hopeless women. I want snot-nosed kids in rags. I want to see the hunger in their eyes. I want pictures that'll make 'em weep!"



YOU FROM THE PAPERS, PAL? WHAT RAG YOU REPRESENTING?

THE BUGLE.



YOU MIND IF I TAKE YOUR PICTURE?



SURE, THE BUGLE'S A GOOD PAPER. I'VE GOT THE FRONT PAGES RIGHT HERE...

...SPORTS PAGES IN MY SHOES...



...AND I SAVE THE FINANCIAL SECTION TO WIPE MY KEISTER!



WHAT'S GOING ON OVER THERE?



THAT'S MAY PARKER ROUSING THE COMRADES.

"LET THE RULING CLASSES TREMBLE... THE PROLETARIANS HAVE NOTHING TO LOSE BUT THEIR CHAINS..."



3P-TOOOE

May Parker. I'd heard of her, but this was the first time I'd seen her in the flesh.

She was quite a woman.

THREE YEARS AGO, HOOVER WAS TELLING YOU YOUR JOBS WERE SECURE FOR LIFE. SINCE THEN, MORE THAN THIRTEEN MILLION OF YOU ARE OUT OF WORK!

WE'VE SEEN THE ARMY ON THE STREETS, USING TANKS AND TEAR GAS AGAINST CITIZENS WHOSE ONLY CRIME IS THEIR POVERTY!

NOW WE'VE GOT MISTER FRANKLIN D. ROOSEVELT WAITING TO STEP INTO HOOVER'S SHOES. BUT YOU THINK THERE'S GOING TO BE ANY REAL CHANGE?

REPUBLICANS, DEMOCRATS. THE ONLY THING THEY'RE DEBATING IS THE MOST EFFICIENT WAY TO TURN YOUR SWEAT AND BLOOD INTO A PROFIT.

GET DOWN OFF YOUR SOAPBOX, GRANDMA!

The Enforcers. Ox, Fancy Dan, and Montana.

The Goblin's muscle.

YOU DON'T LIKE THE WAY WE DO THINGS IN AMERICA. YOU SHOULD GET ON A BOAT AND GO JOIN YOUR COMRADES IN RUSSIA.

YOUNG MAN, THE LAST TIME I LOOKED, THE CONSTITUTION OF THIS COUNTRY PROTECTED MY RIGHT TO FREEDOM OF SPEECH.

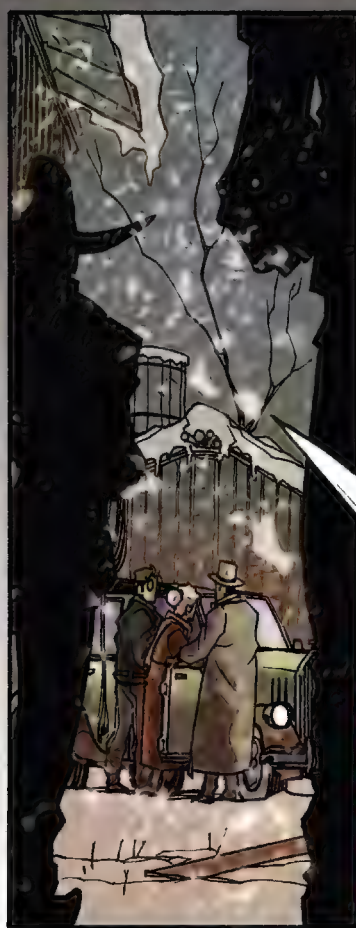
PULL HER DOWN OFF THERE, OX.

YOU LAY ONE FINGER ON MY AUNT AND I'LL--

IT'S PAST YOUR BEDTIME, KID.

--WHOOOF!





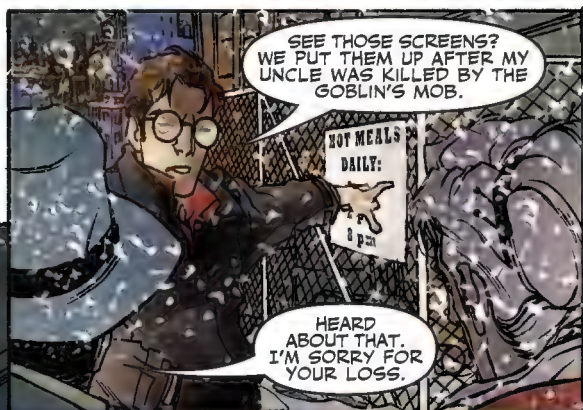


SO THIS IS THE HOTBED OF REVOLUTION.

HOT MEALS
DAILY:
8 am
2 pm
8 pm

WE ARE WHAT WE SAY. A WELFARE CENTER. WE GIVE THE HOMELESS A HOT MEAL AND A PLACE TO COME IN OUT OF THE COLD.

SEEMS THAT'S A LITTLE TOO MUCH SOCIALISM FOR SOME PEOPLE.



SEE THOSE SCREENS? WE PUT THEM UP AFTER MY UNCLE WAS KILLED BY THE GOBLIN'S MOB.

HOT MEALS
DAILY:
8 am
2 pm
8 pm

HEARD ABOUT THAT. I'M SORRY FOR YOUR LOSS.



PETER, WE DON'T *KNOW* THAT IT WAS THE GOBLIN'S PEOPLE THAT KILLED YOUR UNCLE BEN.

I KNOW IT.



I'M GOING TO TURN IN. IT'S BEEN A LONG DAY.

THANK YOU AGAIN, MISTER URICH.

I'LL BE UP IN A WHILE. GET SOME REST, AUNT MAY.



DAMN IT! WHY DO THOSE GANGSTERS COME AFTER US? IT'S THE SYSTEM WE'RE ATTACKING. THE BANKS, BUSINESSES, POLITICIANS.



I should have gotten in my car and driven away, but something about the kid...the sheer stubborn, righteous anger of him...

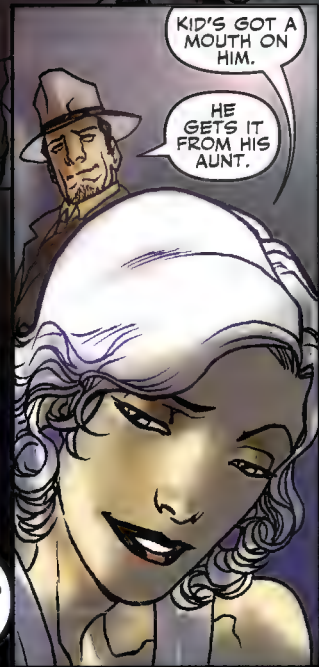
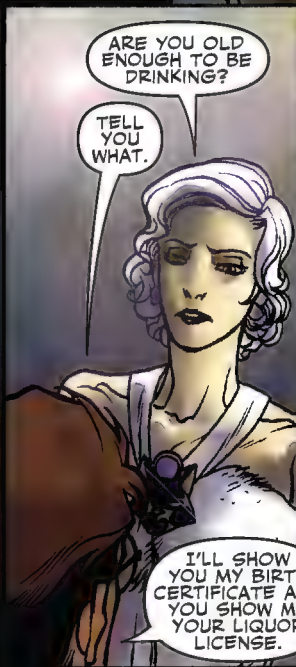
ARE YOU ALLOWED OUT AFTER MIDNIGHT?

Maybe I wanted to test him, to show him the brutal reality of the world and watch that light in his eyes die away.

I HOPE YOU'RE NOT A PROHIBITIONIST, PETER. YOU'RE ABOUT TO ENTER THE HOTTEST SPEAKEASY IN TOWN.



SONYA, EVICT WHOEVER IS SQUATTING MISTER URICH'S TABLE AND GET THEM A DRINK ON THE HOUSE.







"SEE THE
BIG GUY
WRESTLING
WITH THE
BRUNETTE?"

"OH MY GOD!
THAT'S JIMMY
STRYDER! THE
MAYOR OF NEW
YORK IS HERE?!"

"RIGHT. AND THE
DAME WITH HIM IS
NOT HIS WIFE."



"TO HIS LEFT, CHIEF
DETECTIVE RIAN FROM
THE VICE SQUAD."

"THE CREEP HE'S
SCHMOOZING IS EMILIO
ALCUNO. HE RUNS HALF THE
BROTHELS IN NEW YORK."



"AND THEN WE HAVE ADOLFUS
CRANE, INDUSTRIALIST. YOUR
UNCLE BEN HELPED ORGANIZE
DEMONSTRATIONS THAT
CLOSED DOWN THREE OF HIS
SWEATSHOPS LAST YEAR."



"AND MAKING HIS
BIG ENTRANCE,
NORMAN OSBORN..."

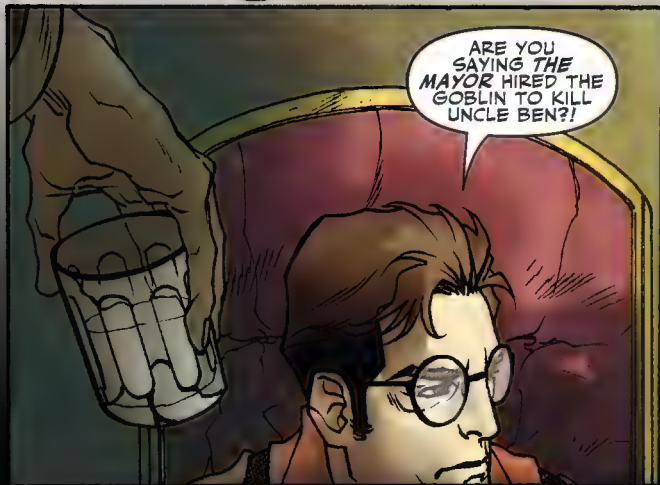
"...THE GOBLIN."



"YOU WANTED
TO KNOW WHY
THE GOBLIN
WAS COMING
AFTER YOU."

"THE GOBLIN
DOESN'T
PERSONALLY
GIVE A DAMN
ABOUT YOU OR
YOUR AUNT, OR
ANYONE ELSE."

"HE'S FREELANCE. HE
WORKS FOR THE HIGHEST
BIDDER. THEY USE HIM
BECAUSE IT WOULDN'T
LOOK GOOD TO HAVE THE
POLICE SUPPRESSING
FREEDOM OF SPEECH."



ARE YOU
SAYING **THE**
MAYOR HIRED THE
GOBLIN TO KILL
UNCLE BEN?!



ALCUNO
PROBABLY DID
THE DEAL. CRANE
WOULD HAVE PUT UP
THE FEE. RIAN MADE
SURE THE COPS WERE
LOOKING THE OTHER
WAY, AND THE MAYOR...
HE JUST SITS BACK
AND TAKES A
PERCENTAGE.

IT'S A
TANGLED WEB,
PETER.



THIS GUY,
OSBORN, HOW
COME THEY CALL
HIM THE
GOBLIN?

NO ONE KNOWS.
HE'S A MAN OF MANY
MYSTERIES.

LIKE WHY
HE CHOSE TO TRAWL
THROUGH EVERY BROKEN-
DOWN CIRCUS AND
CARNIVAL FREAK SHOW
TO PUT HIS GANG
TOGETHER.



"THE ENFORCERS WERE
ALL CARNIES. KRAVEN
WAS AN ANIMAL TRAINER.

"THE VULTURE WAS A GEEK.
BEFORE THE GOBLIN FOUND HIM,
HE WAS LIVING IN A CAGE, BITING
THE HEADS OFF CHICKENS.



"YOU DON'T EVER,
EVER WANT TO
CROSS THE VULTURE.



WELL NOW,
LOOK WHAT THE CAT
DRAGGED IN.



GOOD
EVENING,
URICH.
AND PARKER,
ISN'T IT?
YOUR UNCLE
WAS BEN PARKER. THE
AGITATOR.



MY
COMMISERATIONS.
AN UNFORTUNATE DEATH.
I BELIEVE HE WAS TORN
APART BY...WHAT WAS
IT NOW?
WILD
DOGS?

MY UNCLE
WAS MURDERED
BY LOW-LIFE
SCUM.



--AND
YOU AREN'T FIT
TO SAY HIS
NAME!

PETER!
DON'T--



HAAA...

NOT HERE,
TOOMES.



TEACH YOUR
YOUNG FRIEND
SOME MANNERS,
URICH.

HE *IS* YOUR
FRIEND?

OH, YES.

HE'S MY
FRIEND.

COME ON,
PETER. I THINK
WE'VE OVERSTAYED
OUR WELCOME.



YOU KNOW MY RULES, BEN. YOU DON'T BRING YOUR SQUABBLES INTO THE BLACK CAT.

THUD

SORRY, FELICIA. IT WON'T HAPPEN AGAIN.



TELL THE KID HE CAN COME BACK WHEN HE'S GROWN UP.



WHAT YOU DID IN THERE...

...THAT WAS THE STUPIDEST SINGLE THING I HAVE EVER WITNESSED.

YEAH, BUT DID YOU SEE HIS FACE WHEN THE WHISKEY HIT THE MOHAIR?



DAMN IT! DO YOU REALIZE THAT--



WHAT?



"That the only thing keeping you alive, from this moment on, is me."



NOTHING. COME ON. I'LL TAKE YOU HOME.



I GOT THE MESSAGE IN THERE, MR. URICH. YOU THINK WE CAN'T FIGHT THEM... THAT WE CAN NEVER WIN.

BUT I'M NOT GOING TO CLOSE MY EYES OR RUN AWAY FROM IT.



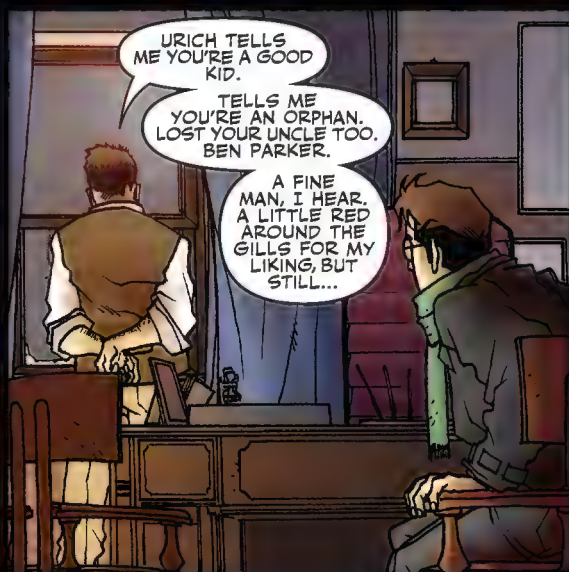
YOU WANT TO DO SOMETHING?

YOU REALLY WANT TO DO SOMETHING?



THE OFFICE OF
J. JONAH JAMESON.

PARKER!
SIT!



URICH TELLS
ME YOU'RE A GOOD
KID.

TELLS ME
YOU'RE AN ORPHAN.
LOST YOUR UNCLE TOO.
BEN PARKER.

A FINE
MAN, I HEAR.
A LITTLE RED
AROUND THE
GILLS FOR MY
LIKING, BUT
STILL...



SO
YOU WANT TO
JOIN THE FOURTH
ESTATE?



NO,
I WANT TO
STUDY--

--SCIENCE!
RIGHT, BUT YOU CANT
AFFORD THE COLLEGE FEES.
SO YOU'LL MAKE DO WITH
A JOB HERE IN THE
MEANTIME.

I SUPPOSE
I SHOULD FEEL
HONORED.



NO SIR,
I--

DID YOU KNOW
THERE'S A MARRIED COUPLE
LIVING IN A CAVE IN CENTRAL PARK
BECAUSE THEY HAVE NOWHERE
ELSE TO GO?

THERE'S
CHILDREN STARVING
IN THE MIDDLE OF THE
RICHEST NATION THAT HAS
EVER EXISTED IN THE
HISTORY OF THIS
PLANET!



THERE'S
A MILLION SOB
STORIES OUT THERE,
PARKER. NONE OF THEM
ARE SPECIAL UNTIL
WE MAKE THEM
SPECIAL.



URICH HAS A UNIQUE TALENT.
HE KNOWS HOW TO PUT
WORDS AND PICTURES
TOGETHER.

A PICTURE,
MY BOY, CAN
BE WORTH TEN
THOUSAND WORDS.
AND I'M SPEAKING
AS A MAN WHO HAS
BUILT A CAREER
ON WORDS.



I CAN GIVE
THEM THE FACTS
AND FIGURES BUT
IT'S BEN'S PICTURES
THAT GET THEM
RIGHT HERE.



I'LL TELL OUR
READERS WHAT TO THINK
ABOUT THIS UNHOLY BLOODY
MESS OUR CITY IS IN.

YOU GO
OUT AND GET THE
PICTURES.



MAKE
'EM WEEP,
KID.

MAKE 'EM
WEEP!



YOU LOOK
LIKE YOU'VE
BEEN HIT BY A
TRUCK.

DID
HE GIVE YOU THE
"MAKE 'EM WEEP"
SPEECH?

UH-HUH.



LISTEN,
MISTER URICH,
I REALLY DON'T
KNOW ANYTHING
ABOUT--

DON'T
WORRY. I'LL BE
TAKING THE PICTURES.
YOU'LL BE TOTING MY
GEAR, SETTING UP
LIGHTS, FETCHING
COFFEE.

YOU'RE NOT A
PHOTOGRAPHER YET,
PETER.



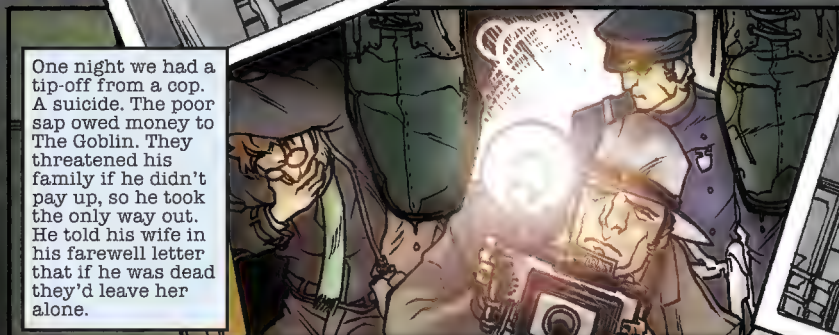
I watched Peter as we went looking for the broken heart of the city. The anger I had already seen in him burned fiercer with every injustice he witnessed.



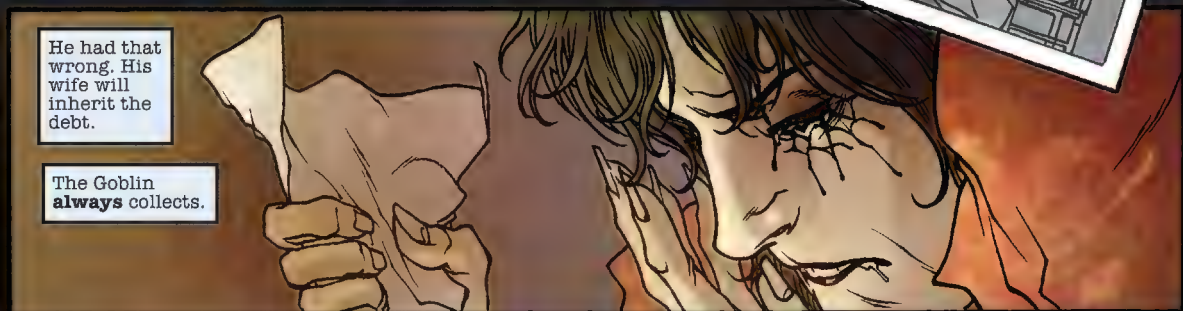
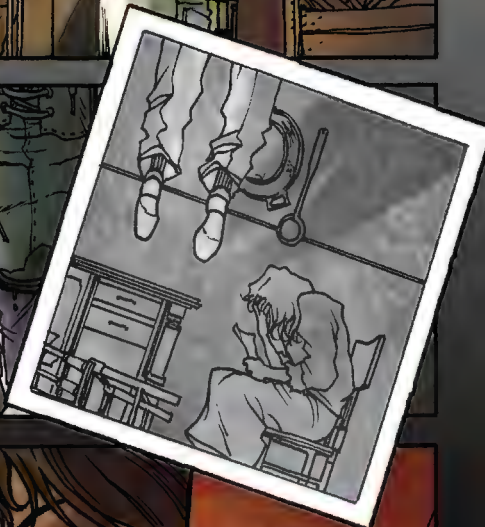
I saw myself in him, the way I was when I still had the idealism and the arrogance of youth.



When I still believed I could change the world.



One night we had a tip-off from a cop. A suicide. The poor sap owed money to The Goblin. They threatened his family if he didn't pay up, so he took the only way out. He told his wife in his farewell letter that if he was dead they'd leave her alone.



He had that wrong. His wife will inherit the debt.

The Goblin **always** collects.



Peter opened up to me after that.
Really opened up.

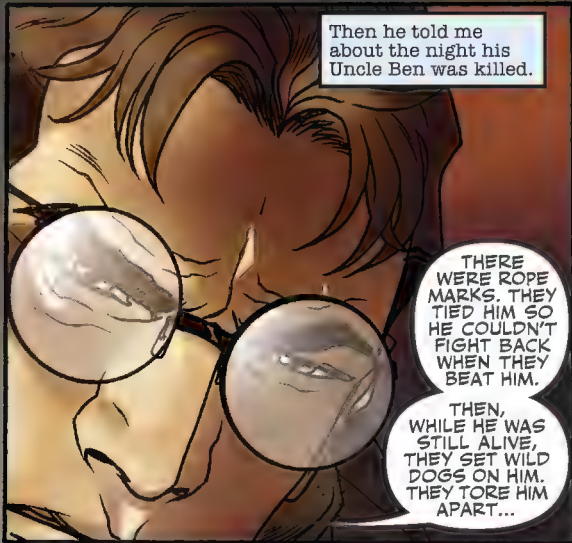
DID YOU SEE THAT GUY'S WIFE? SHE KNEW WHO WAS TO BLAME.

EVERYONE KNOWS WHAT THE GOBLIN IS DOING, BUT EVERYONE'S TOO SCARED TO SPEAK. NO ONE SEES ANYTHING. NO ONE HEARS ANYTHING.



ONE DAY SOMEONE HAS TO TALK. THAT'S ALL IT WILL TAKE.

JUST ONE OR TWO PEOPLE WITH THE GUTS TO TELL THE TRUTH AND HE'LL BE FINISHED.



Then he told me about the night his Uncle Ben was killed.

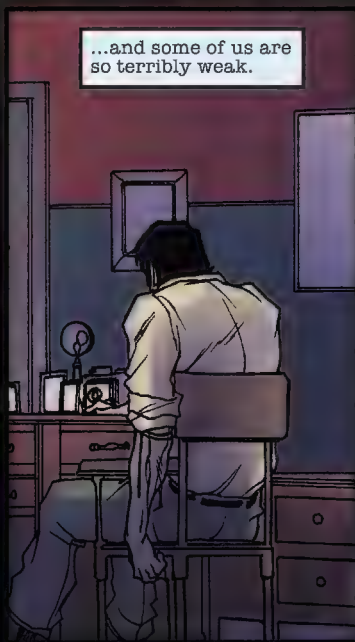
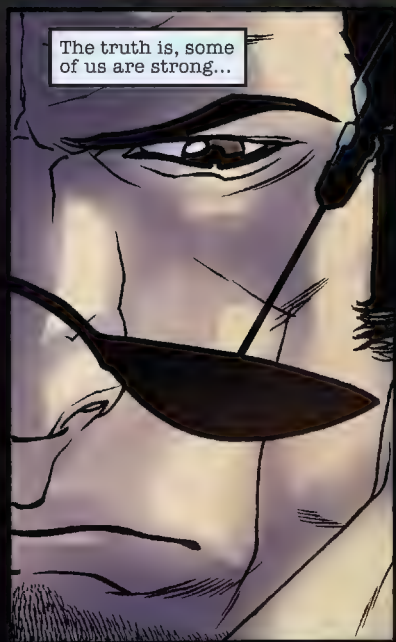
THERE WERE ROPE MARKS. THEY TIED HIM SO HE COULDN'T FIGHT BACK WHEN THEY BEAT HIM.

THEN, WHILE HE WAS STILL ALIVE, THEY SET WILD DOGS ON HIM. THEY TORE HIM APART...



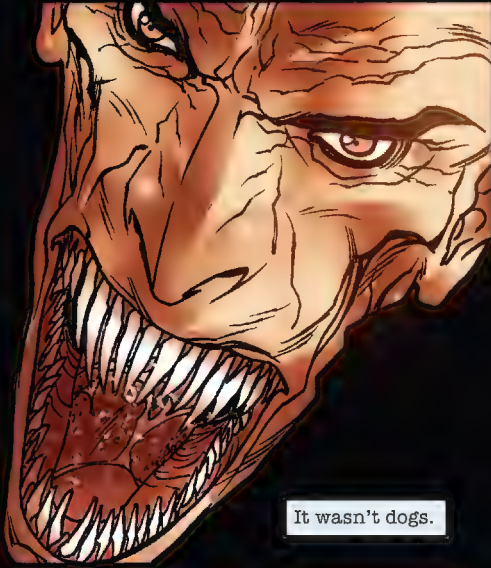
It was old news to me.
I know how he died.

What I didn't know was that it was Peter who found his uncle's mutilated body.

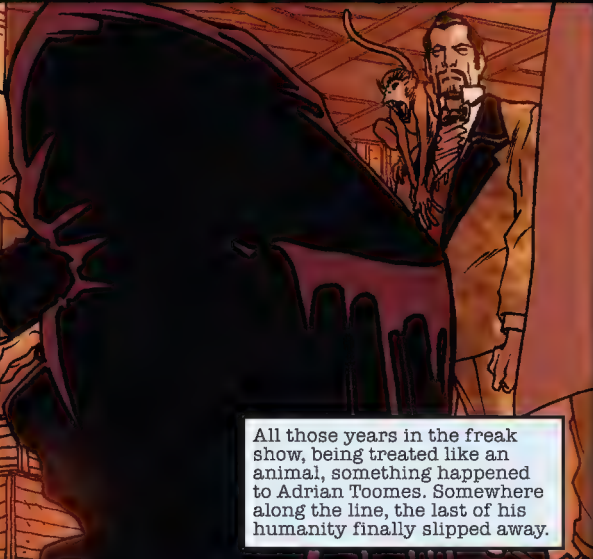




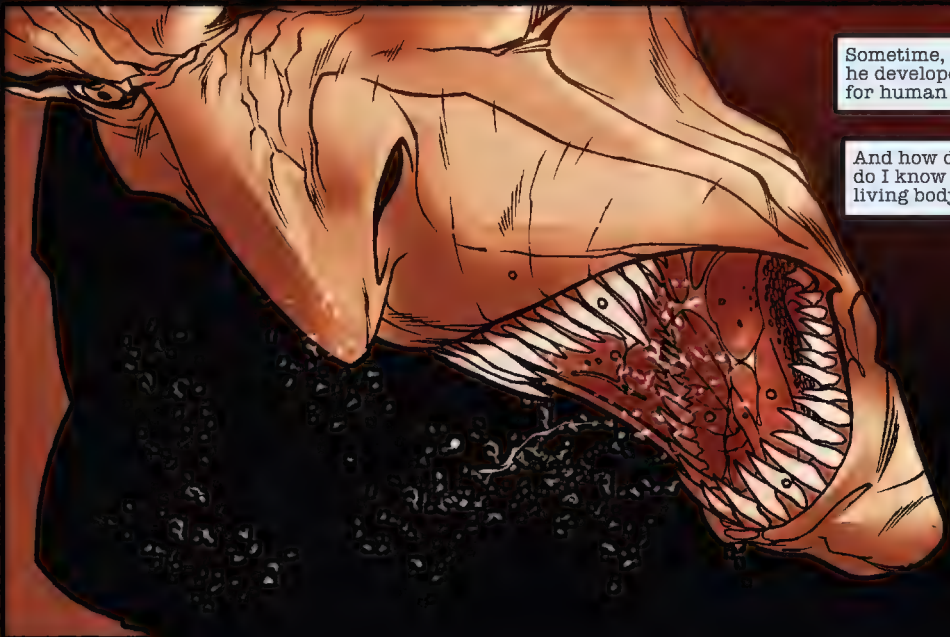
It wasn't dogs
that tore Ben
Parker to pieces.



It wasn't dogs.



All those years in the freak
show, being treated like an
animal, something happened
to Adrian Toomes. Somewhere
along the line, the last of his
humanity finally slipped away.



Sometime, somehow,
he developed the taste
for human meat...

And how do I know this? How
do I know that Ben Parker's
living body was cannibalized?



Because...God help
me...I was there...



TWO

NEW YORK CITY.
DECEMBER, 1932

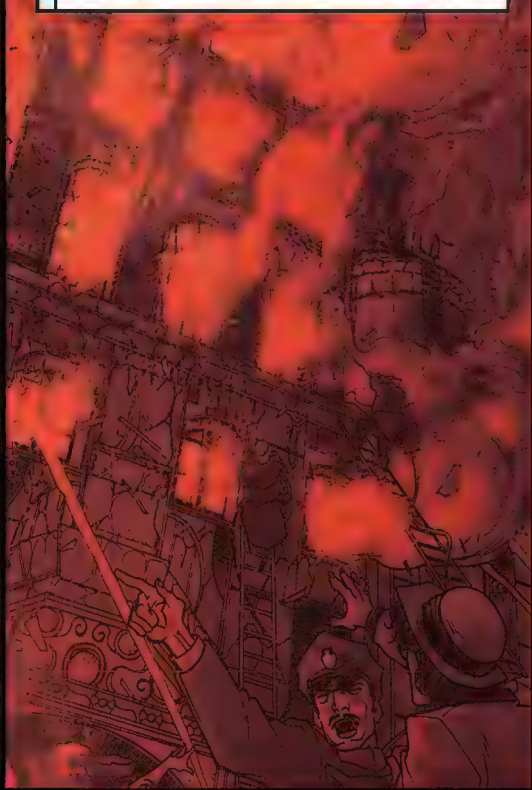
Peter Parker worked the streets as my assistant for the next two weeks. The kid had endless energy.

Every night we were out there taking pictures for the Daily Bugle, capturing the madness and the tragedy of this godforsaken city.

His passion for truth and justice began to get through to me. It reached the point where I was seeing it all through Peter's eyes, and for a while I almost forgot that I'm a jaded old hack.

I actually found myself feeling anger...although, when I put it into words, it sounded more like cynicism...

"HERE'S HOW IT WORKS, PETER. PEOPLE DON'T HAVE JOBS, THEY DON'T HAVE MONEY FOR RENT, SO THE RENTS ARE LOWERED AND THE SLUMLORDS PACK IN MORE TENANTS TO MAKE UP THE SHORTFALL.



"BUT THINGS KEEP ON GETTING TOUGHER. EVERY MONTH, THERE ARE MORE RENT ARREARS. THE LANDLORD BUSINESS IS FAILING BUT THEY CAN'T SELL UP, BECAUSE WHO WANTS A BUILDING CRAMMED TO THE RAFTERS WITH THE DREGS OF HUMANITY?"



"ON THE OTHER HAND, IF THE LOUSE TRAP SHOULD HAPPEN TO BURN DOWN, THE LANDLORD WALKS AWAY WITH A BIG FAT PAYCHECK FROM THE INSURANCE COMPANY. PROBLEM SOLVED."



"SO THE BUILDING WAS TORCHED? BUT A LITTLE GIRL DIED--THAT'S MURDER!"



"WITH THE NUMBER OF PEOPLE WHO WERE PACKED IN THERE, IT'S A MIRACLE IT WAS ONLY ONE."



YOU'RE
NOT EVEN
SHOCKED,
URICH!

PETER,
I'M TOO TIRED.
YOU CAN'T SPEND
YOUR LIFE BEING
DISGUSTED AND
OUTRAGED.

YOU'LL
GO CRAZY.



WHAT I JUST
TOLD YOU IS A THEORY.
IT'S PROBABLY TRUE, BUT
I CAN'T PROVE IT AND
YOU CAN'T EITHER.

WAIT--
WAIT--LOOK
HERE, IN THE
CROWD.



THAT'S
FANCY DAN. THE
GOBLIN'S PEOPLE
DID THIS.

MAYBE.
OR MAYBE
HE WAS JUST
PASSING
BY.



Peter is so full of rage. Sooner
or later, I'm afraid he's going
to do something irrevocable.

WE HAVE
TO TAKE THIS
TO THE COPS!
THEY MUST BE
INVESTIGATING
THE FIRE.

THERE'S
NO POINT. I TOLD
YOU, EVERYONE
TAKES THEIR CUT--
COPS, INSURANCE
INVESTIGATORS--

EVERYONE.



THERE HAS
BE *SOMEONE*
WHO WILL DO
SOMETHING.

THE
CORRUPTION
GOES ALL THE
WAY TO THE TOP.
THERE'S NO ONE
TO GO TO.

NO ONE
WITH ANY
POWER.



MY UNCLE BEN WAS A PILOT IN THE GREAT WAR, DID YOU KNOW THAT?

Then he said that name again. Every time I hear it, it's like a gut-punch. It takes my damned breath away.

HE SAID THERE WAS NO REASON TO BE FIGHTING. NO GREAT CAUSE. IT WAS A WAR FOR MARKETS. THE OLD COLONIAL EMPIRES CARVING UP THE WORLD.

AND THEY SENT BOYS OUT TO DIE BY THE MILLIONS, TO SAFEGUARD THEIR PROFITS.



YOU'VE LOST ME--I DON'T SEE WHAT THE WAR--

HE SAID IF THOSE IN POWER CAN'T BE TRUSTED, IT'S THE RESPONSIBILITY OF THE PEOPLE TO REMOVE THEM.



I should have bitten my tongue. Peter worships the memory of his uncle and all I could do was mock his words.

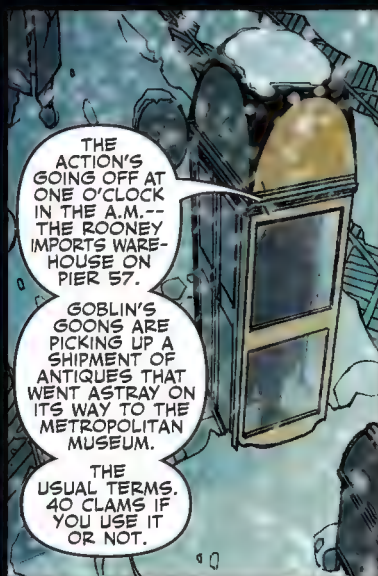
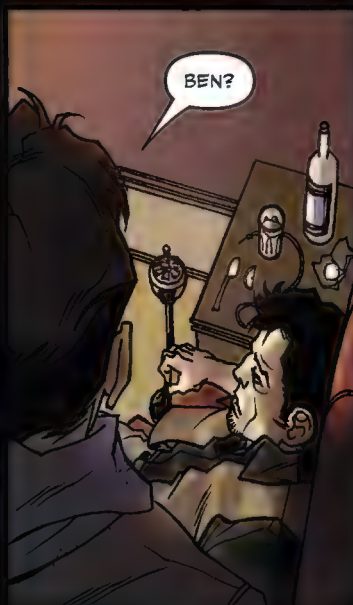
THAT'S A NICE SPEECH, BUT WHILE WE'RE WAITING FOR THE REVOLUTION, MAYBE YOU COULD GET THESE PICTURES OVER TO THE BUGLE.

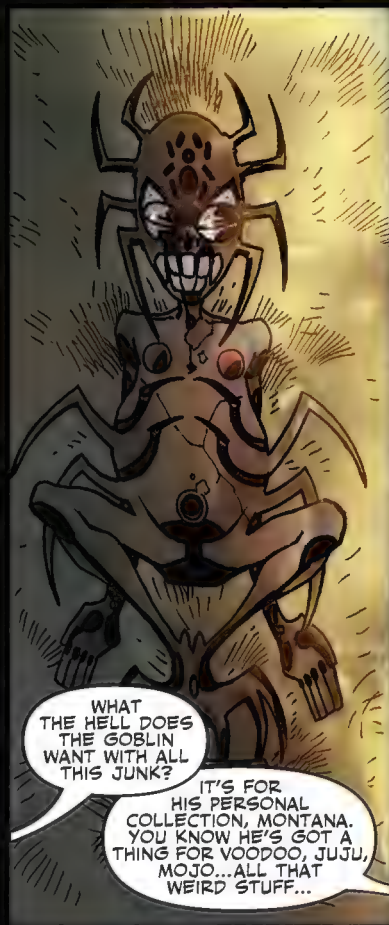


YEAH, RIGHT, THE PUBLIC MUST HAVE ITS DAILY DOSE OF MISERY.



...everyone takes their cut.



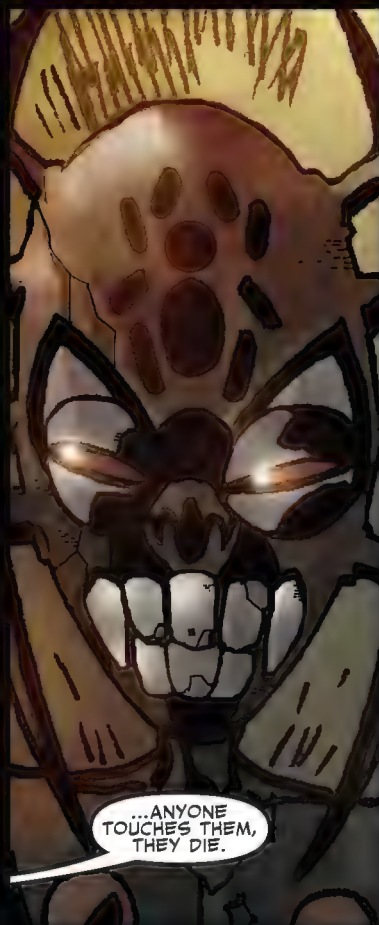


WHAT
THE HELL DOES
THE GOBLIN
WANT WITH ALL
THIS JUNK?

IT'S FOR
HIS PERSONAL
COLLECTION, MONTANA.
YOU KNOW HE'S GOT A
THING FOR VODOO, JUJU,
MOJO... ALL THAT
WEIRD STUFF...



IT SAID
IN THE BUGLE, THE
TRIBE THAT MADE THESE
STATUES PUT A CURSE
ON THEM...



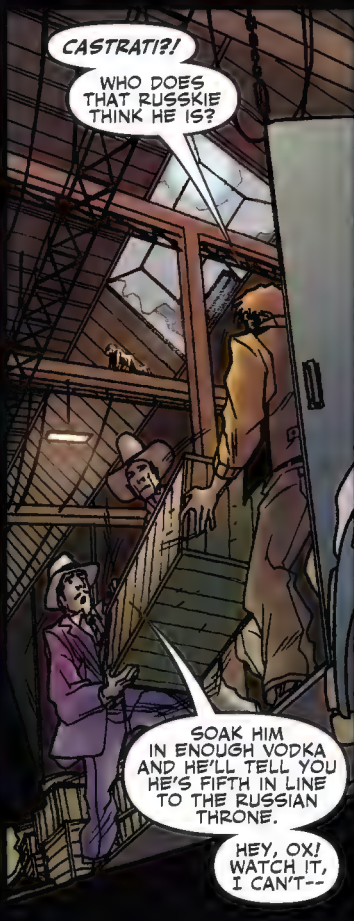
...ANYONE
TOUCHES THEM,
THEY DIE.



OH YEAH?
LIKE THAT
CURSE ON
KING TUT?

THAT'S
ENOUGH!

YOU'RE
SQUEALING
LIKE A PAIR
OF CASTRATI!
GET THESE
STATUES
LOADED.



CASTRATI?!

WHO DOES
THAT RUSSKIE
THINK HE IS?

SOAK HIM
IN ENOUGH VODKA
AND HE'LL TELL YOU
HE'S FIFTH IN LINE
TO THE RUSSIAN
THRONE.

HEY, OK!
WATCH IT,
I CAN'T--

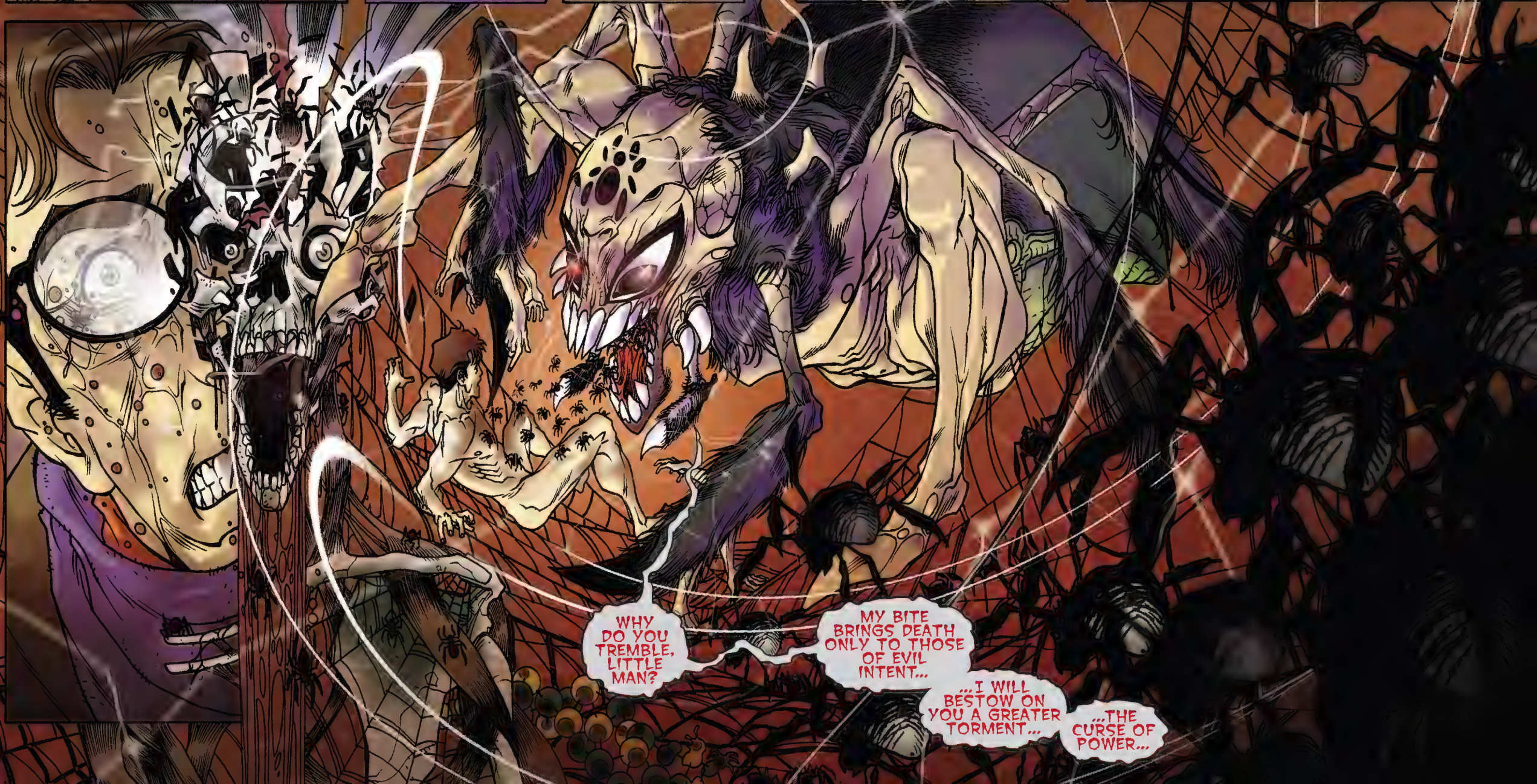


OH, FOR
CRYING OUT
LOUD!

YAAH!

CRAASSH



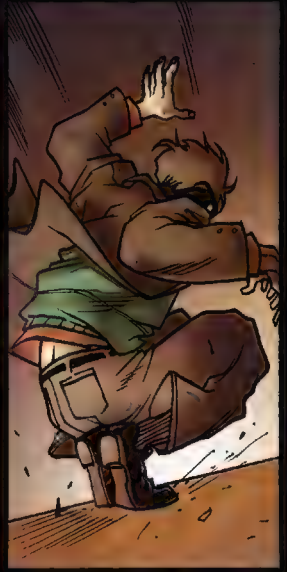
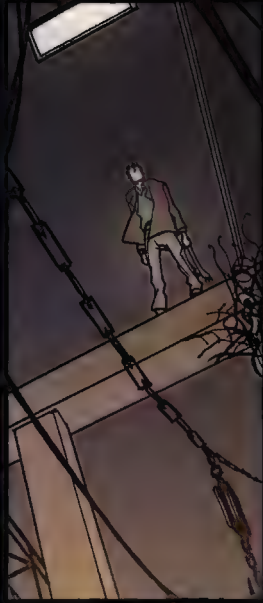
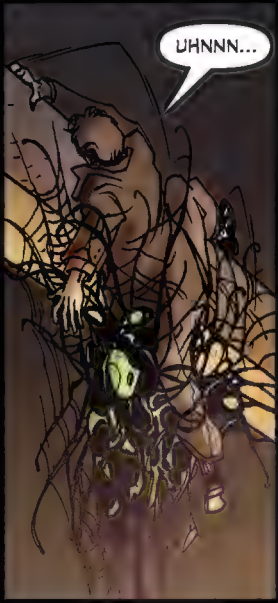




WHAT
HAPPENED?

OH MY
GOD...

YAAAAAHHH!!!



It isn't hard to find the Goblin. Osborn Enterprises operates openly from a penthouse office suite in downtown Manhattan.



The arrogant piece of garbage thinks he's untouchable.

HE'LL SEE YOU. FIVE MINUTES.

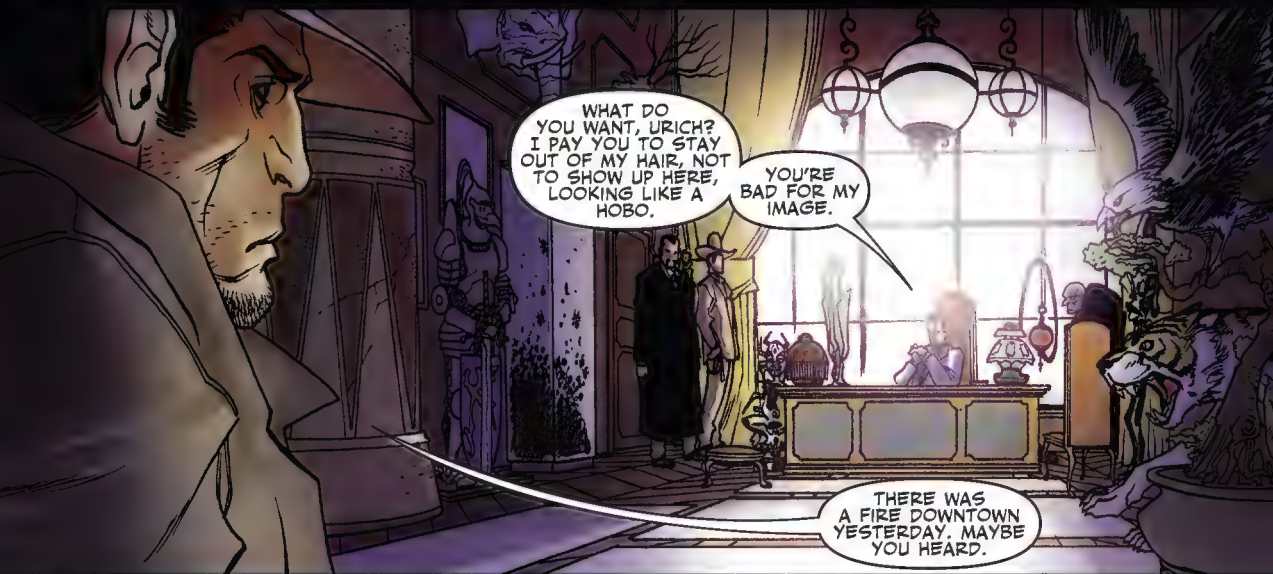
NEXT TIME, MAKE AN APPOINTMENT.



WHAT DO YOU WANT, URICH? I PAY YOU TO STAY OUT OF MY HAIR, NOT TO SHOW UP HERE, LOOKING LIKE A HOBO.

YOU'RE BAD FOR MY IMAGE.

THERE WAS A FIRE DOWNTOWN YESTERDAY. MAYBE YOU HEARD.



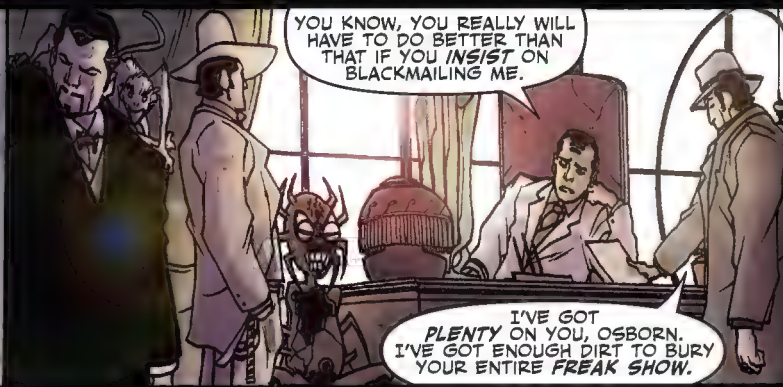
THESE PEOPLE, THE WAY THEY LIVE, WHAT CAN YOU DO? SOME DRUNK DROPS A CIGARETTE...

I GOT A REAL CLEAR SHOT OF FANCY DAN AT THE SCENE...



FANCY DAN NO LONGER WORKS FOR ME.





YOU KNOW, YOU REALLY WILL HAVE TO DO BETTER THAN THAT IF YOU *INSIST* ON BLACKMAILING ME.

I'VE GOT *PLENTY* ON YOU, OSBORN. I'VE GOT ENOUGH DIRT TO BURY YOUR ENTIRE *FREAK SHOW*.



ssssssssss

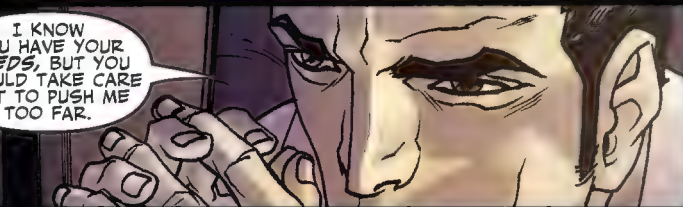


THIS IS TRUE, AND I'M A PRAGMATIST, URICH, LIKE YOU.

I'LL BUY YOUR SNAPSHOT THIS TIME.



I KNOW YOU HAVE YOUR *NEEDS*, BUT YOU SHOULD TAKE CARE NOT TO PUSH ME TOO FAR.



HERE, FIFTY SKINS SHOULD KEEP YOU SNOWED UP FOR CHRISTMAS.

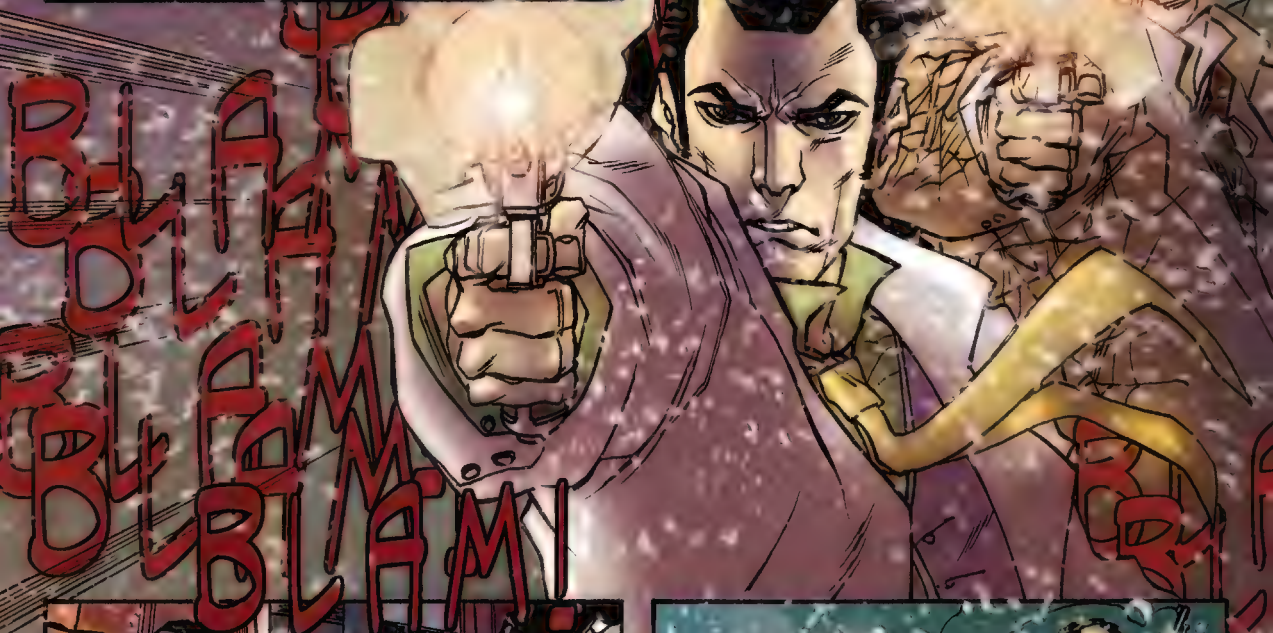
NOW SCRAM, YA LOUSY JABBER!







THERE
HE IS!



JEEZ!
LOOK AT HIM
MOVE!



YOU
STILL HERE,
URICH?

I TELL YOU
WHAT. USE YOUR
CONNECTIONS. FIND
OUT WHO THAT LUNATIC
IN THE MASK IS, AND
YOU'LL EARN YOUR-
SELF A NICE, FAT
BONUS.



I DON'T
WORK FOR YOU,
OSBORN...



...AND I
DON'T WANT
YOUR MONEY
ANYMORE.

I'M
FINISHED
WITH
YOU.



NOW THAT
SOUNDS LIKE A
MAN WITH NOTHING
TO LOSE...

...AND A MAN
WITH NOTHING TO
LOSE IS A VERY
DANGEROUS
THING.

YOU
WANT ME TO
POP HIM?



NOT YET.
I NEED THOSE
FILES HE'S
BEEN KEEPING
ON ME.

YOU HEARD HIM.
HE'S GONNA SPILL
EVERYTHING.

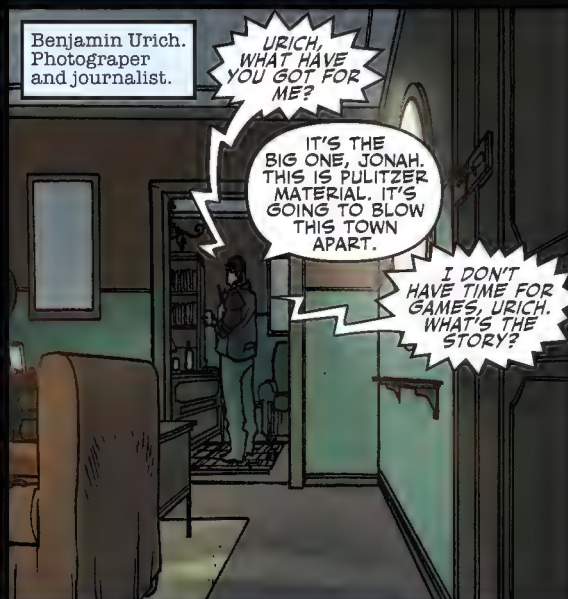


DOUBTLESS.
BUT WHEN HE
DOES, HE'S GOING
TO FIND THAT THE
GOBLIN IS ALWAYS
TWO STEPS
AHEAD.



I used to know who I was.

BETTY?
BEN URICH.
PUT ME
THROUGH TO
JJJ, WILL
YOU?



Benjamin Urich.
Photographer
and journalist.

URICH,
WHAT HAVE
YOU GOT FOR
ME?

IT'S THE
BIG ONE, JONAH.
THIS IS PULITZER
MATERIAL. IT'S
GOING TO BLOW
THIS TOWN
APART.

I DON'T
HAVE TIME FOR
GAMES, URICH.
WHAT'S THE
STORY?



I went looking for the truth
and the truth turned out to
be...complicated.

THE
GOBLIN.

I'M
GIVING
YOU THE
GOBLIN.

ARE YOU
SERIOUS?

DEAD
SERIOUS. I HAVE
IT ALL RIGHT HERE.
NAMES, DATES, PHOTOGRAPHS.
I CAN PUT HIM IN THE FRAME
FOR A DOZEN MURDERS
AND TIE HIM TO HALF THE
RACKETS IN THE STATE
OF NEW YORK.



The truth was tainted.

WHERE
ARE YOU?

MY
APARTMENT.
I JUST WANTED
TO BE SURE
YOU'LL BE THERE
WHEN I BRING
THIS IN.

IF YOU'VE
REALLY GOT
WHAT YOU SAY, I
DON'T WANT YOU
ON THE STREET
WITH IT.

JUST
STAY WHERE
YOU ARE. I'M
ON MY WAY
OVER.



And it corrupted
everything it touched.

GONNA
MAKE 'EM WEEP,
JONAH.

Tonight I'm doing the right thing.



Tonight I'm burying the spider.

KNOCK
KNOCK



I know who I am.



I'm Ben Urich...



...and I'm taking back my life.



THEY PINNED MEDALS ON UNCLE BEN FOR HIS SERVICE IN THE GREAT WAR, BUT HE NEVER FELT LIKE A HERO.



HE HID HIS UNIFORM AWAY AS IF HE WAS ASHAMED OF IT.



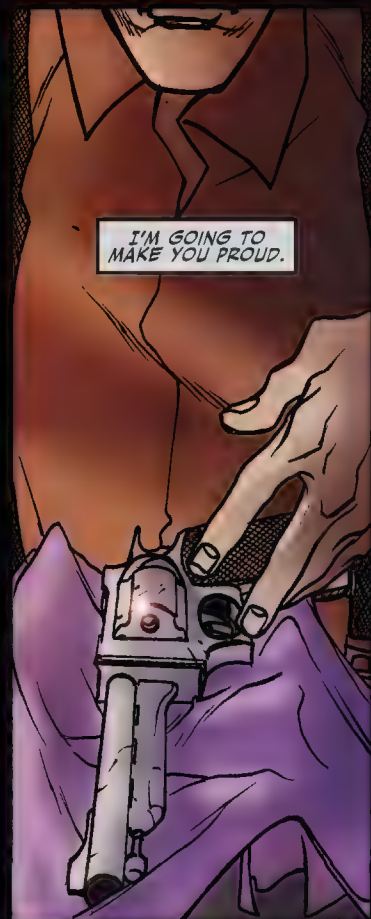
THIS TIME, THE CAUSE IS JUST. THIS WAR HAS TO BE FOUGHT.



I'M DOING IT FOR YOU, UNCLE BEN.



I'M GOING TO MAKE YOU PROUD.







ZURNER

THREE



OKAY.

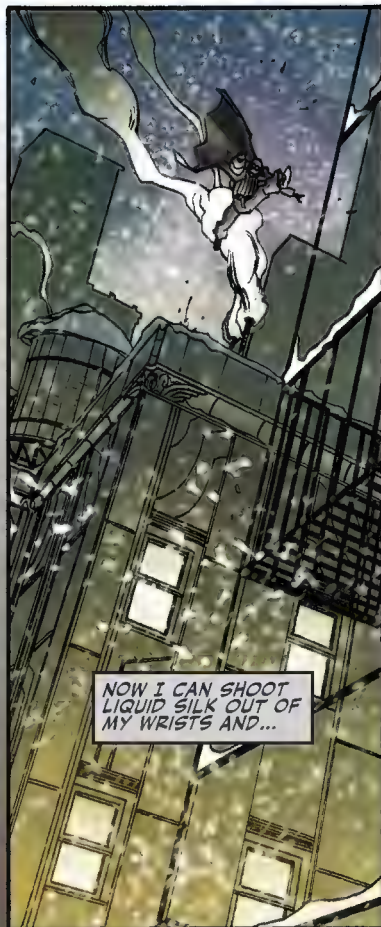
I DO
NOT BELIEVE
IN MAGIC.

I WAS BITTEN
BY A SPIDER.

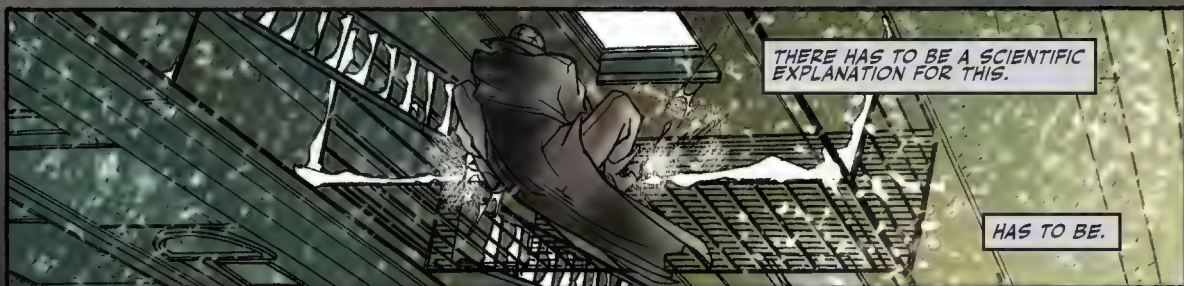


I DREAMED SOME
KIND OF MYTHICAL
SPIDER GOD GAVE ME
SUPERHUMAN POWERS.

I
BELIEVE IN
SCIENCE.

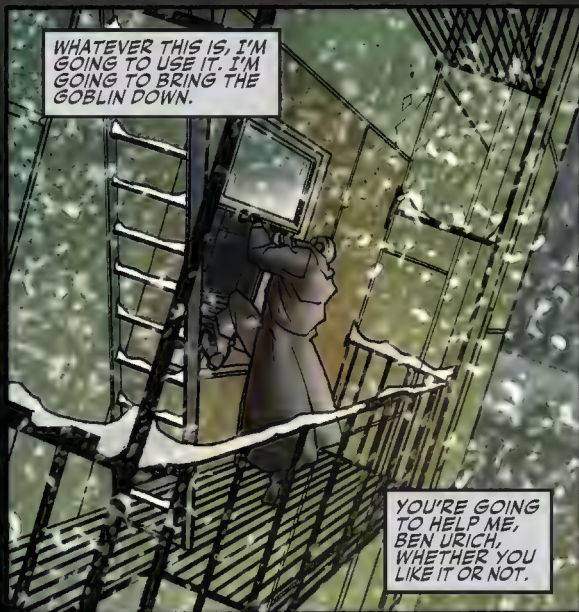


NOW I CAN SHOOT
LIQUID SILK OUT OF
MY WRISTS AND...



THERE HAS TO BE A SCIENTIFIC
EXPLANATION FOR THIS.

HAS TO BE.



WHATEVER THIS IS, I'M
GOING TO USE IT. I'M
GOING TO BRING THE
GOBLIN DOWN.

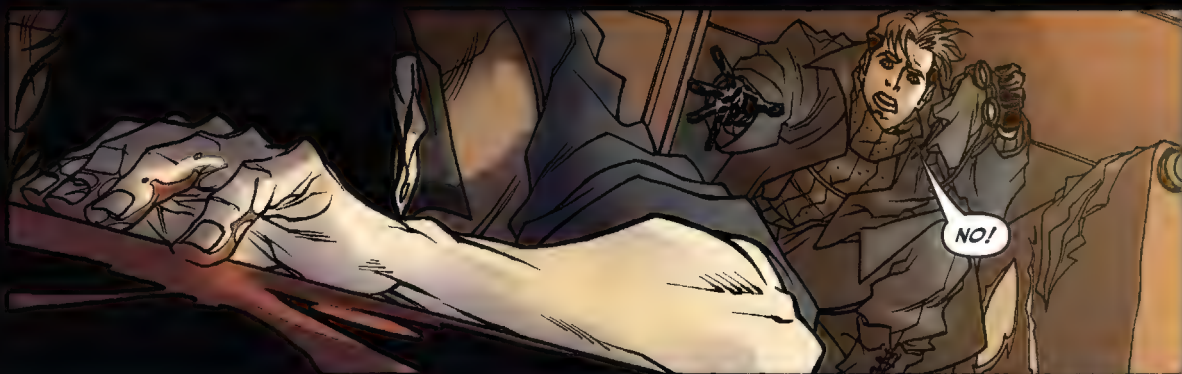
YOU'RE GOING
TO HELP ME,
BEN URICH,
WHETHER YOU
LIKE IT OR NOT.



I CAN'T
DO THIS BY
MYSELF.

BEN,
I KNOW
YOU'RE IN
HERE.

WE
HAVE TO
TALK.



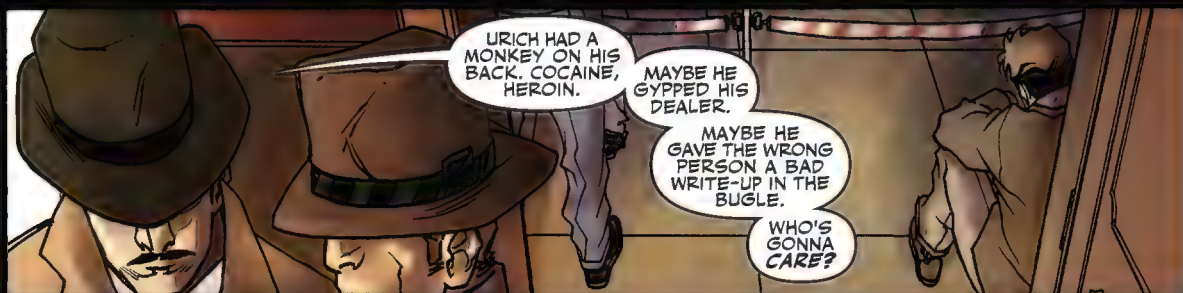


SO THE KID, PARKER, HE FINDS THE DOOR OPEN, HIS PAL URICH IS DEAD. THE PLACE HAS BEEN RANSACKED.

HOW ARE WE GOING WITH THIS? CAN WE PIN IT ON THE KID?

NAH, HE CALLED IT IN. THE D.A. WON'T BUY IT.

LOOKS LIKE AN *UNSOLVED* TO ME.



URICH HAD A MONKEY ON HIS BACK. COCAINE, HEROIN.

MAYBE HE GYPPED HIS DEALER.

MAYBE HE GAVE THE WRONG PERSON A BAD WRITE-UP IN THE BUGLE.

WHO'S GONNA CARE?



ALL RIGHT...AH... PETER, WE'RE GOING TO LET YOU GO HOME NOW.

IF YOU THINK OF ANYTHING...ANYONE WHO MIGHT HAVE HAD A REASON...

GOBLIN.

I DON'T CARE WHO PULLED THE TRIGGER.

THE GOBLIN IS BEHIND--



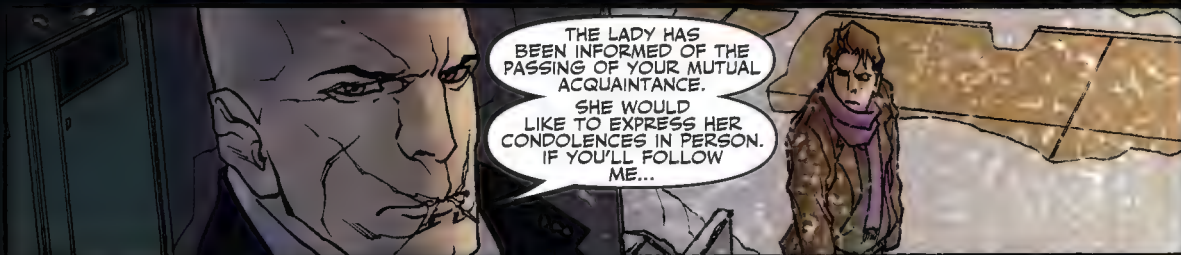
--THIS?!

YOU COME TO ME WITH THIS?





PETER PARKER?



THE LADY HAS BEEN INFORMED OF THE PASSING OF YOUR MUTUAL ACQUAINTANCE. SHE WOULD LIKE TO EXPRESS HER CONDOLENCES IN PERSON. IF YOU'LL FOLLOW ME...



THE BLACK CAT.

TOP OF THE STAIRS. MISS HARDY IS EXPECTING YOU.

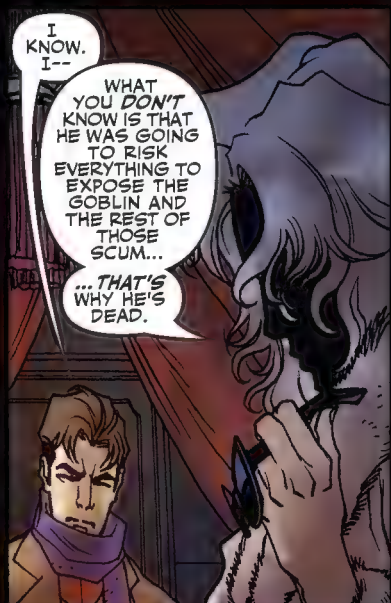


PETER... I KNOW WHAT YOU THOUGHT OF BEN. HE CALLED ME LAST NIGHT. TOLD ME YOU KNEW ABOUT THE DRUGS... THAT HE WAS TAKING MONEY FROM THE GOBLIN.

BEN WAS NO SAINT. I KNOW THAT BETTER THAN MOST. BUT HE WAS A BETTER MAN THAN YOU THINK.



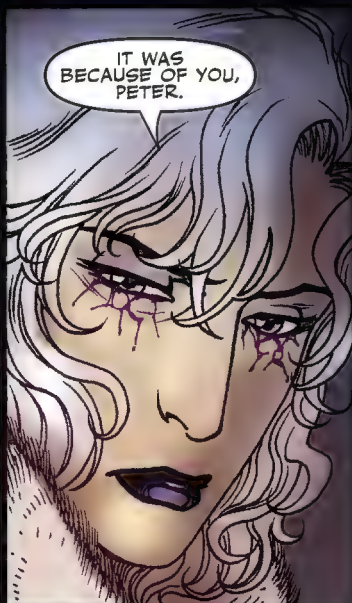
HE WAS VERY FOND OF YOU, PETER...



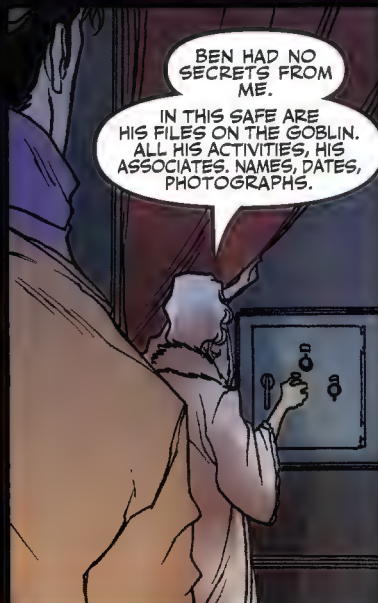
I KNOW.
I--

WHAT YOU DON'T KNOW IS THAT HE WAS GOING TO RISK EVERYTHING TO EXPOSE THE GOBLIN AND THE REST OF THOSE SCUM...

...THAT'S WHY HE'S DEAD.



IT WAS BECAUSE OF YOU, PETER.



BEN HAD NO SECRETS FROM ME.

IN THIS SAFE ARE HIS FILES ON THE GOBLIN. ALL HIS ACTIVITIES, HIS ASSOCIATES. NAMES, DATES, PHOTOGRAPHS.



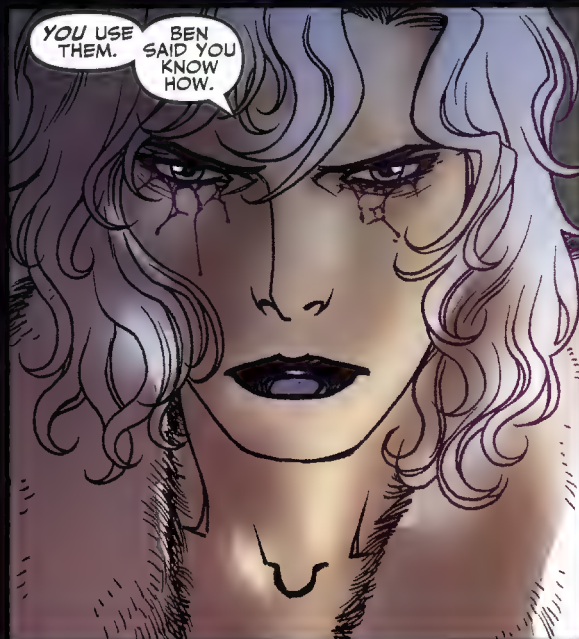
HE TOLD ME, IF ANYTHING HAPPENED TO HIM, YOU WOULD KNOW WHAT TO DO WITH THEM.



YOU MEAN I SHOULD TAKE THEM TO THE BUGLE?

NO, PETER, THE BUGLE IS THE LAST PLACE YOU SHOULD TAKE THEM.

YOU DON'T SHOW THEM TO JONAH. YOU DON'T SHOW THEM TO ANYONE.



YOU USE THEM.

BEN SAID YOU KNOW HOW.



IF--IF I HAD KNOWN WHAT WOULD HAPPEN TO BEN, I WOULD NEVER HAVE PUSHED HIM.

JUST GO.

BEN MUST HAVE TOLD FELICIA I'M SPIDER-MAN. WHAT ELSE DOES SHE KNOW? WHY DOESN'T SHE WANT THE BUGLE INVOLVED?

DAMN IT, IF URICH HAD GIVEN THESE FILES TO THE BUGLE SIX MONTHS AGO, THE GOBLIN WOULD BE BEHIND BARS AND UNCLE BEN WOULD STILL BE ALIVE.



PETER?



DO YOU WANT TO TALK?

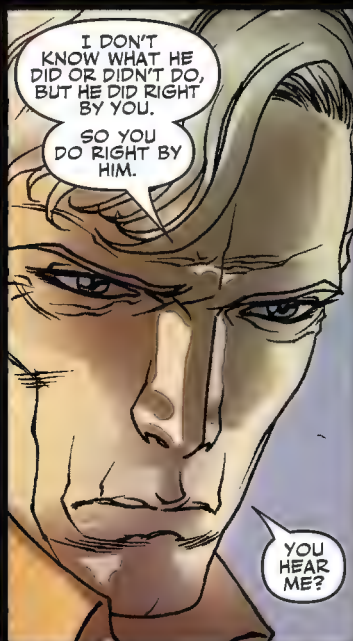
I KNOW MISTER URICH MEANT A LOT TO YOU.

URICH WAS A LIAR AND A COWARD.



I ONLY MET HIM ONCE, BUT I'M A PRETTY GOOD JUDGE OF CHARACTER--

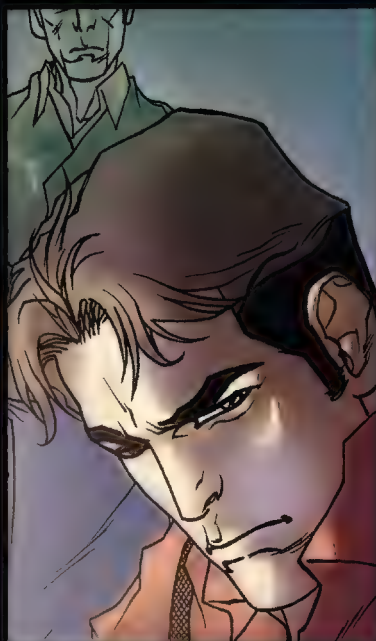
AUNT MAY, YOU DON'T KNOW--



I DON'T KNOW WHAT HE DID OR DIDN'T DO, BUT HE DID RIGHT BY YOU.

SO YOU DO RIGHT BY HIM.

YOU HEAR ME?



CALVARY CEMETERY,
QUEENS.

MAN
THAT IS BORN
OF WOMAN HATH BUT
A SHORT TIME TO LIVE,
AND IS FULL OF MISERY.
HE COMETH UP, AND IS
CUT DOWN, LIKE
A FLOWER.

HE FLEETH
AS IT WERE A SHADOW,
AND NEVER CONTINUETH
IN ONE STAY.

IN THE
MIDST OF LIFE
WE ARE IN DEATH: OF
WHOM MAY WE SEEK FOR
SUCCOR, BUT OF THEE,
O LORD, WHO FOR OUR
SINS ART JUSTLY
DISPLEASED?

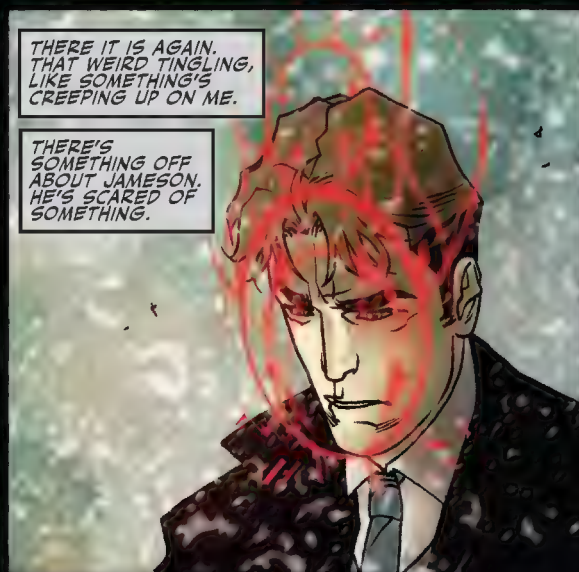
O HOLY AND
MOST MERCIFUL SAVIOR,
DELIVER US NOT INTO THE
BITTER PAINS OF ETERNAL
DEATH.

THOU
KNOWEST, LORD, THE
SECRETS OF OUR
HEARTS--

PETER,
A WORD
WITH
YOU...

A TRAGIC
LOSS.

IT MUST
HAVE BEEN
UPSETTING FOR
YOU, FINDING HIM
LIKE THAT.





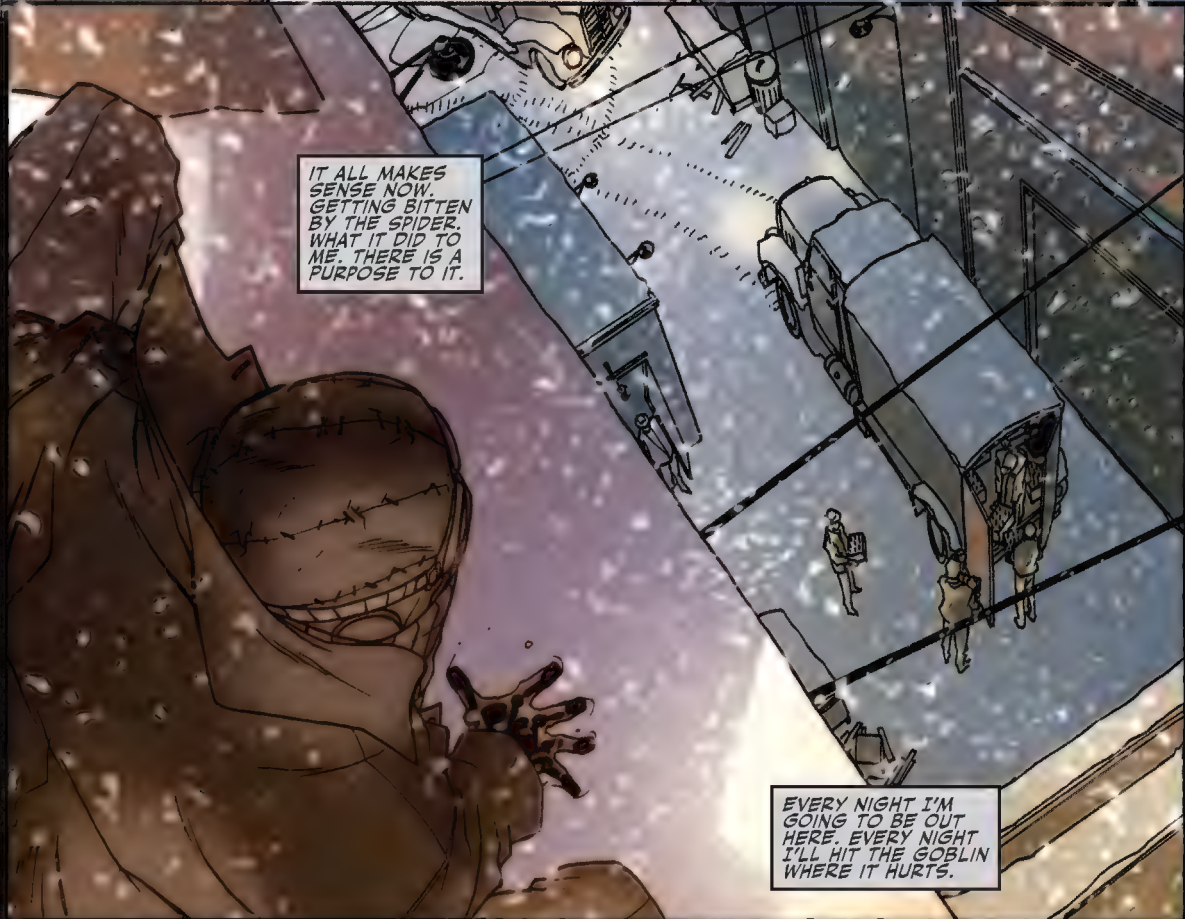
FELICIA WAS
RIGHT...



...I CAN'T TRUST
JAMESON. I CAN'T
TRUST ANYONE.

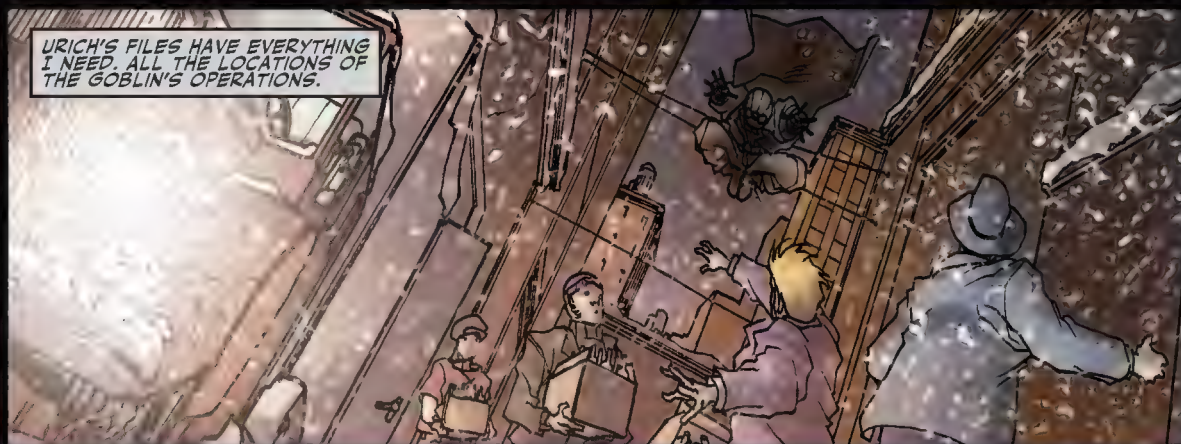


THIS IS SOMETHING I
HAVE TO DO ALONE.



IT ALL MAKES
SENSE NOW.
GETTING BITTEN
BY THE SPIDER.
WHAT IT DID TO
ME. THERE IS A
PURPOSE TO IT.

EVERY NIGHT I'M
GOING TO BE OUT
HERE. EVERY NIGHT
I'LL HIT THE GOBLIN
WHERE IT HURTS.



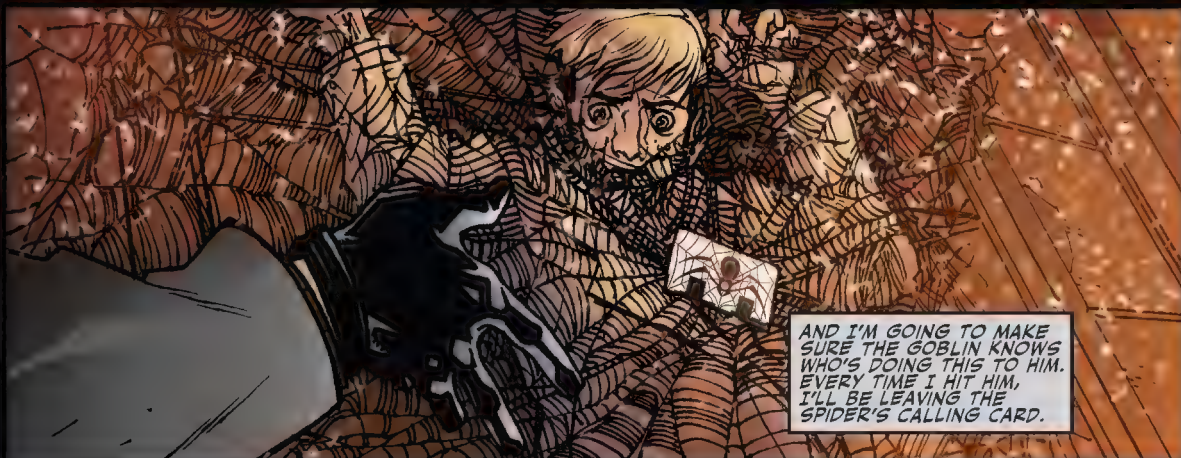
URICH'S FILES HAVE EVERYTHING I NEED. ALL THE LOCATIONS OF THE GOBLIN'S OPERATIONS.



EVERY TWO-BIT GANGSTER AND HOODLUM HE ASSOCIATES WITH.



I'M GOING TO BE EVERYWHERE. FOR AS LONG AS IT TAKES.



AND I'M GOING TO MAKE SURE THE GOBLIN KNOWS WHO'S DOING THIS TO HIM. EVERY TIME I HIT HIM, I'LL BE LEAVING THE SPIDER'S CALLING CARD.

DAILY BUGLE

Who is the Spider-Man?



"Artist's reproduction of the Spider-Man based on eye-witness account"

Terror on the Streets

Masked Vigilante Injures Citizens



ENOUGH!!!

NORMAN OSBORN
donates \$20,000
to Widows and Orphans Fund



ENOUGH OF THIS!

I WANT THIS FREAK'S HEAD IN A JAR!

RIGHT HERE ON THIS DESK!



WELL AND GOOD, OSBORN. WELL AND GOOD.

BUT LET'S MAKE IT SOON.



HE PUT HIS HANDS ON ME.

ON ME!

THAT SHOULD NOT HAVE HAPPENED. WE DEAL WITH YOU BECAUSE YOU CLAIM TO HAVE THIS CITY SEWN UP.



I HAVE THIS CITY. THE COPS, THE MAYOR, THE PORT AUTHORITY, THE UNIONS.

I HAVE THE BUGLE.



YEAH. OKAY. THAT'S IMPRESSIVE. I NEVER THOUGHT JAMESON WOULD ROLL OVER.

YOU HAVE MY RESPECT FOR THAT.

BUT THIS SPIDER-MAN...



ONE WEEK, OSBORN.

THEN WE'LL BE LOOKING ELSEWHERE FOR PROTECTION.



THE SPIDER-MAN KNOWS TOO MUCH. HE'S NOT GUESSING. HE KNOWS!

YOU THINK HE HAS URICH'S FILES?

OR WHOEVER HAS THEM IS TIPPING HIM OFF.



IT HAS TO BE THE KID. PARKER. OR FELICIA HARDY.

SHE WAS SWEET ON URICH BEFORE HE FELL APART.

FELICIA HARDY?



I SAW THE KID.

I SAW PARKER AT THE BLACK CAT, GOING UP TO MISS HARDY'S PRIVATE BOUDOIR.

YOU SAW--?

WHEN?

WHEN DID YOU SEE THIS?



I THINK... MAYBE... THE DAY AFTER URICH WAS RUBBED OUT.

MAYBE...



THANK YOU, OX.

THANK YOU FOR SHARING THAT WITH US.



I WANT PARKER HERE.



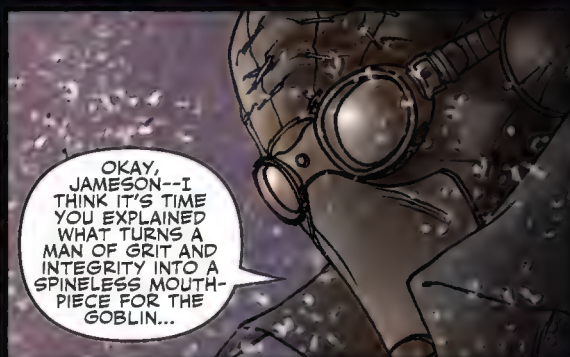
IT'S TIME TO CLEAN HOUSE.



"THIS GUN-TOTING MENACE IS NO ROBIN HOOD. HE ROBS FROM THE RICH AND FROM THE POOR, CHOOSING HIS VICTIMS AT RANDOM. RESPECTABLE BUSINESSMEN AND ORDINARY HARD-WORKING MEN AND WOMEN ALIKE HAVE BEEN THE VICTIMS OF HIS REIGN OF TERROR."



GAAH!



OKAY, JAMESON--I THINK IT'S TIME YOU EXPLAINED WHAT TURNS A MAN OF GRIT AND INTEGRITY INTO A SPINELESS MOUTHPIECE FOR THE GOBLIN...



GRIT AND INTEGRITY. GRIT AND INTEGRITY.

IT'S A GOOD LINE. I PRACTICE IT ALL THE WAY ACROSS TOWN, HONING MY DELIVERY TO A PERFECT PITCH OF MENACE AND IRONY.



STRANGE. THERE'S NO LIGHT IN JAMESON'S OFFICE.





IT'S A SET-UP
AND I WALKED
RIGHT INTO IT!

EXCEPT...

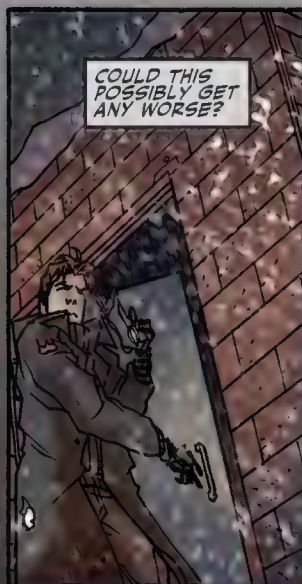
...NOBODY
KNEW I WAS
COMING HERE.

NOBODY.

**BLAM!
BLAM!
BLAM!**



NOT A SET-UP, BUT IT
MIGHT AS WELL HAVE BEEN.
EVEN JAMESON THOUGHT I
WAS THERE TO KILL HIM.



COULD THIS
POSSIBLY GET
ANY WORSE?



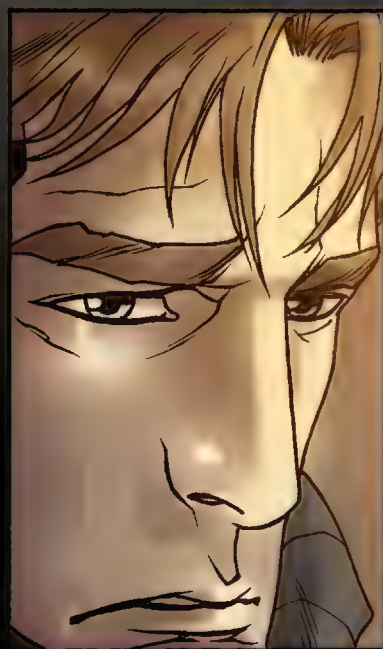
WHAT THE
HELL--?

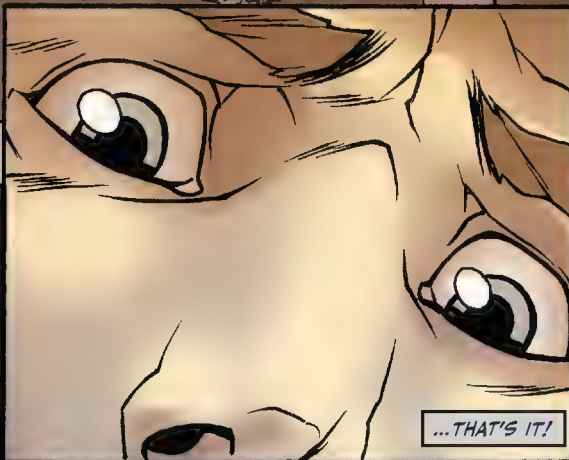
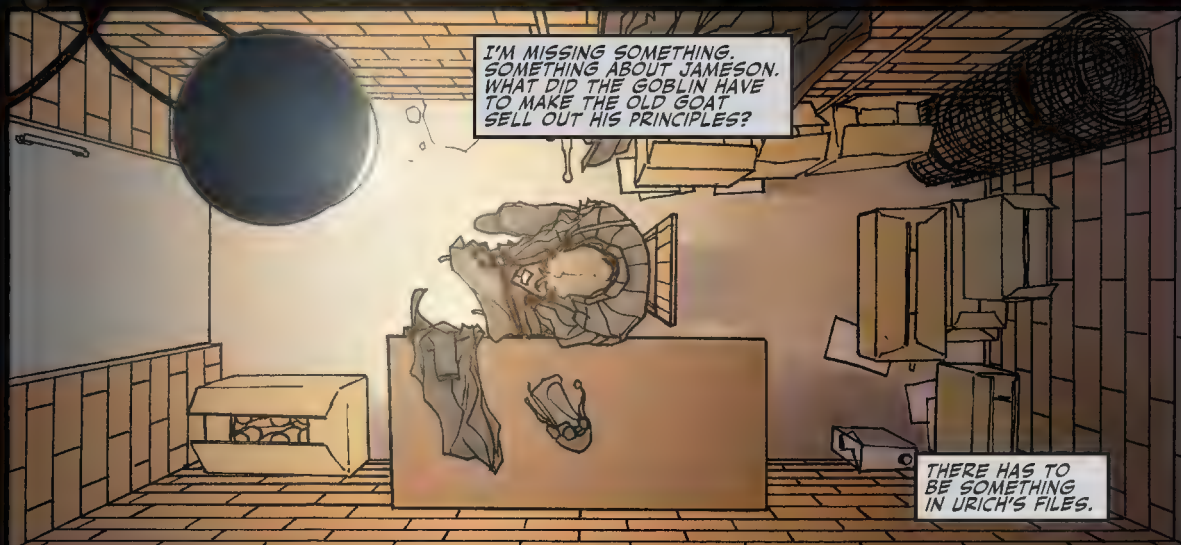


I'VE BEEN SHOT
AND I DIDN'T
EVEN FEEL IT.



THAT
BULLET
COULD
HAVE
GONE
THROUGH
MY HEAD.





CITY MORGUE.





WHOEVER PERFORMS THE AUTOPSY ON THIS CORPSE IS IN FOR A BIG SURPRISE.

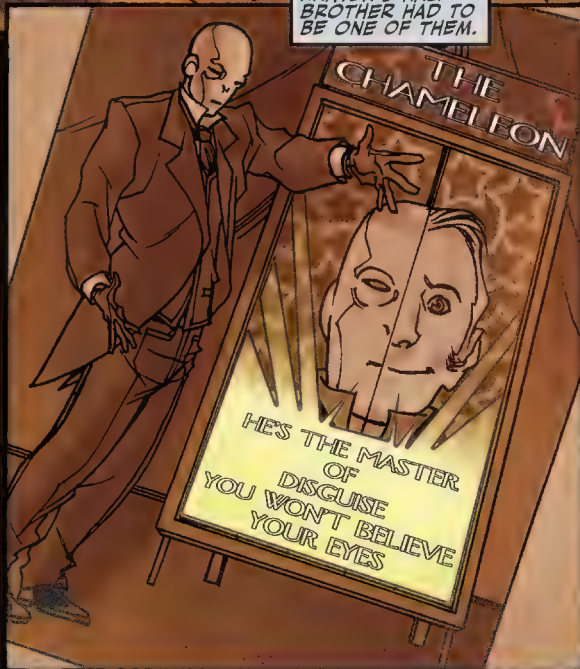
"DMITRI SMERDYAKOV, A.K.A. THE CHAMELEON--RUSSIAN, HALF-BROTHER OF KRAVEN--HAS THE ABILITY TO MOLD HIS FEATURES IN PERFECT IMITATION OF ANY SUBJECT."

Dmitri Smerdyakov
a.k.a.
The Chameleon
Best in half-brother of Kraven--has the ability to mold his features in perfect imitation of any subject.

THE GOBLIN RECRUITED ALL HIS INNER CIRCLE FROM CIRCUSES AND FREAK SHOWS.



KRAVEN'S HALF-BROTHER HAD TO BE ONE OF THEM.



THIS MUST HAVE BEEN THE CHAMELEON'S GREATEST PERFORMANCE.

THE QUESTION IS, WHAT HAPPENED TO THE REAL J. JONAH JAMESON?





YOU
SMELL WORSE
THAN THE TIGER,
JAMESON.

YOU STINK
OF *FEAR*. THE
TIGER SENSES
THIS.

IT
MAKES HER
HUNGRY.

DON'T WORRY,
JAMESON. YOU
WON'T BE SUFFERING
THE DISCOMFORT FOR
MUCH LONGER.



AH, THE
LOVELY FELICIA
HARDY HAS
JOINED US.

WE'RE
ALMOST READY
TO BEGIN OUR
FESTIVITIES, MY
DEAR.



WE'RE
JUST WAITING
FOR ONE LAST
GUEST TO BE
SUMMONED.

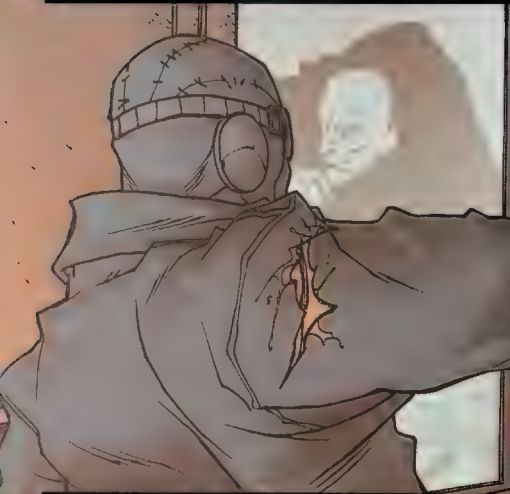




FOUR









YOU
KILLED
HIM...



YOU
SHOT AN
UNARMED
MAN!



JUST WHO
DO YOU THINK
YOU ARE?

HE-- HE WAS
GOING TO
KILL YOU.



THEY SAY
YOU CAN SHOOT
SPIDER-WEBS.

WHY
DIDN'T
YOU USE
THOSE?

THE GOBLIN
SENT THAT PIECE
OF TRASH HERE.

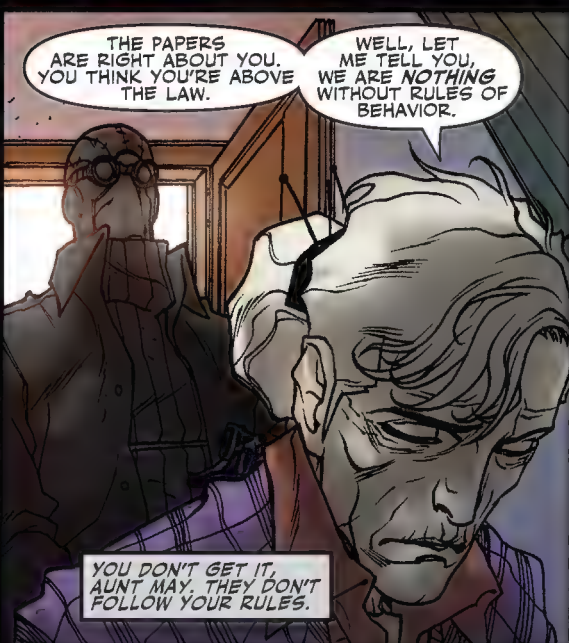


HE
WAS GOING
TO--

--TO KILL
ME. YES. SO
YOU SAID.

YOU WANT ME
TO THANK YOU?
IS THAT WHAT
YOU WANT?

HE SENT THAT
MONSTER...

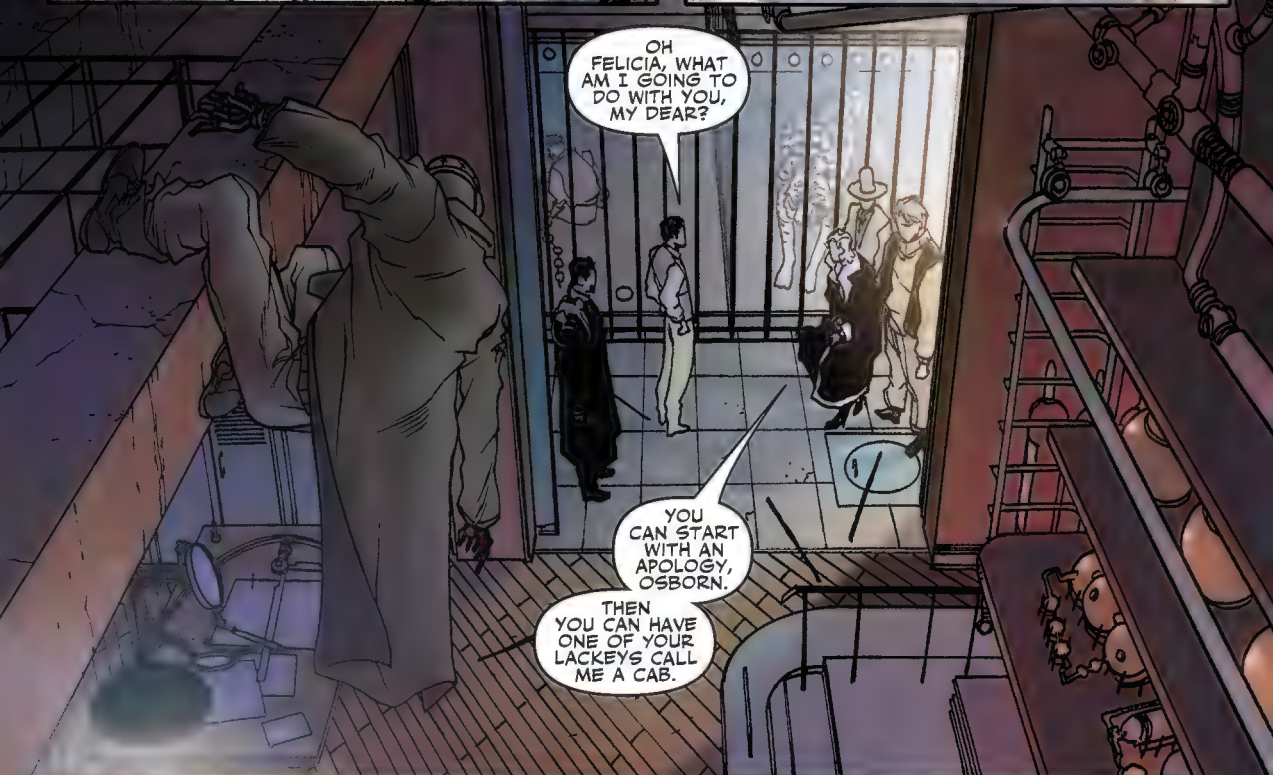


THE PAPERS
ARE RIGHT ABOUT YOU.
YOU THINK YOU'RE ABOVE
THE LAW.

WELL, LET
ME TELL YOU,
WE ARE NOTHING
WITHOUT RULES OF
BEHAVIOR.

YOU DON'T GET IT,
AUNT MAY. THEY DON'T
FOLLOW YOUR RULES.







WHY SO SHOCKED?
YOU LOOK AS IF YOU'VE SEEN A--



--OH, WAIT!
THAT'S RIGHT. JAMESON
WAS SHOT DEAD A FEW
HOURS BACK. BY THE
SPIDER-MAN.

I KNOW THAT
BECAUSE I HAVE INFORMANTS
AT CITY HALL.

BUT HOW
WOULD YOU
KNOW?



UNLESS
THE SPIDER-MAN
IS REPORTING
TO YOU.

IS THAT
IT, FELICIA?
DID YOU SEND
HIM TO KILL
JAMESON?

LIKE
YOU SENT
JAMESON TO
KILL BEN
URICH?

YOU THINK
YOU'RE SO
SMART, DON'T
YOU?



"I HAD BEN'S FILES. I
KEPT THEM RIGHT UNDER
YOUR NOSE AT THE
BLACK CAT. THE DAY HE
WAS KILLED, HE TOLD ME
TO BRING THEM TO HIM.

"HE PLANNED TO SPILL
EVERYTHING TO THE BUGLE.
I TOLD HIM HE WAS CRAZY.
BUT HE WASN'T LISTENING.



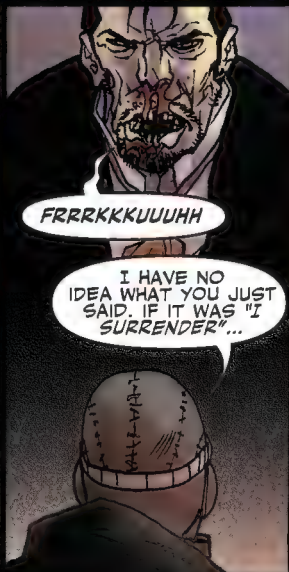
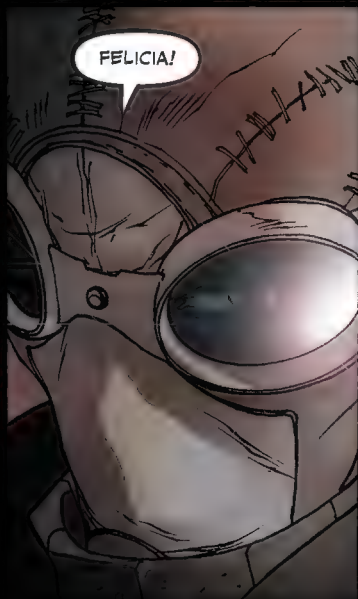
"I WAS THERE WHEN BEN
ANSWERED THE DOOR. I SAW
JAMESON SHOOT HIM DOWN.













IT'S OVER,
NORMAN. YOU'RE **FINISHED**.
YOU THINK YOUR PALS IN CITY
HALL WILL BAIL YOU OUT
AFTER THIS?

THEY'LL BE
COMING AFTER YOU.
EVERY BENT COP AND
POLITICIAN WILL BE OUT
TO SHUT YOU UP
BEFORE YOU CAN RAT
THEM OUT.

YOU'RE
A DEAD
MAN.

SHUT IT,
FELICIA.



EVERY TIME YOU
TURN YOUR BACK ON
SOMEONE, YOU'RE GOING
TO BE WAITING FOR THE
BULLET OR THE
BLADE.

SHUT UP!
I HEARD--



WHA--



SCARED
OF SHADOWS,
OSBORN?



UNNF!

RUN,
FELICIA!

GET
OUT OF
HERE!



SO THIS IS
IT. THE ITSY-BITSY
SPIDER GETS THE
DROP ON THE BIG
BAD WOLF.

BEFORE
WE BRING
THE CURTAIN
DOWN ON THIS
CHARADE--



--LET'S
SEE WHO'S
UNDER
THERE.



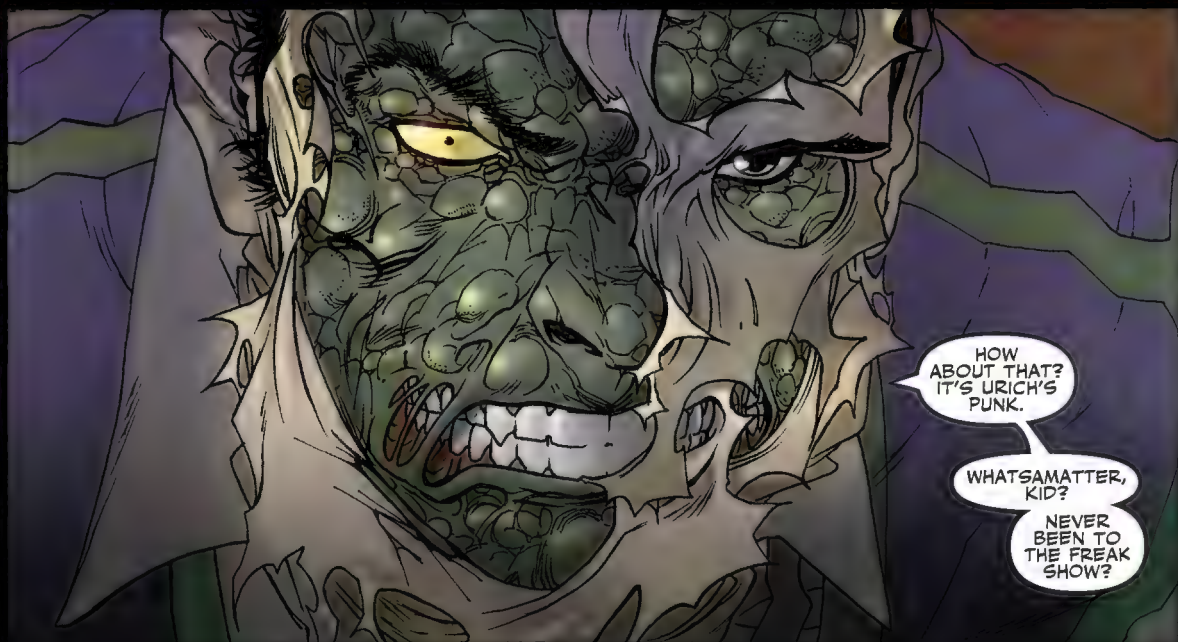
NO!



GNAAAH



WHAT
THE HELL?

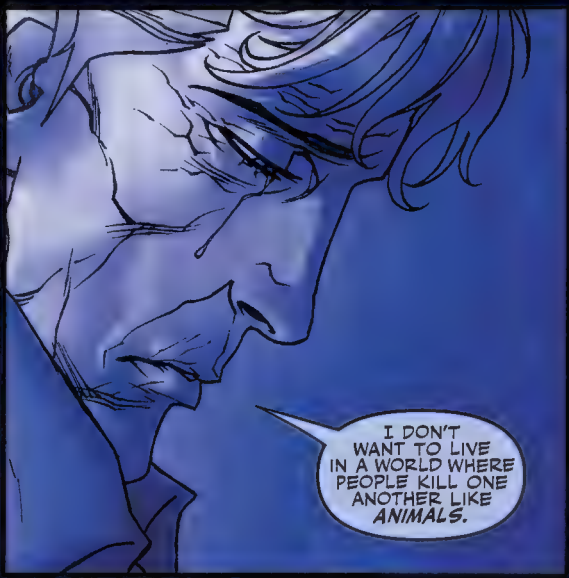
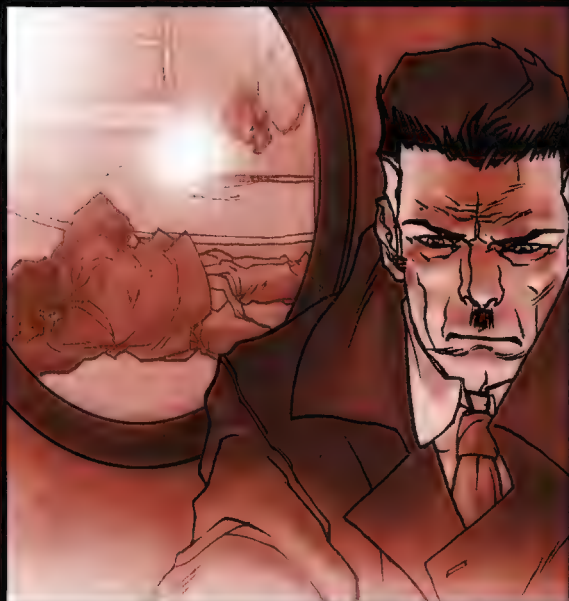


HOW
ABOUT THAT?
IT'S URICH'S
PUNK.

WHATSAMATTER,
KID?

NEVER
BEEN TO
THE FREAK
SHOW?









...KRAVEN?

A COUPLE OF YEARS BACK, UNCLE BEN SNEAKED ME IN TO SEE THE FRANKENSTEIN MOVIE.



STAY BACK!

GET THE HELL AWAY FROM ME!

IT GAVE ME NIGHTMARES. I WOKE UP AND UNCLE BEN WAS HOLDING ME IN HIS ARMS.



I EXPECTED HIM TO TELL ME THERE'S NO SUCH THING AS MONSTERS, BUT I GUESS HE FIGURED I WAS OLD ENOUGH TO KNOW BETTER.

NO!

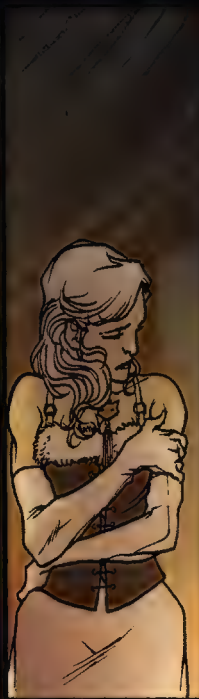


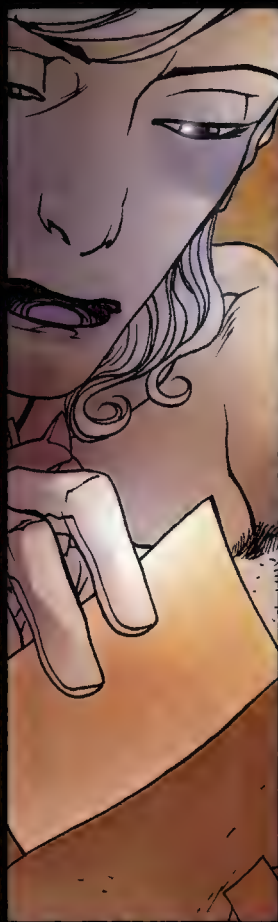
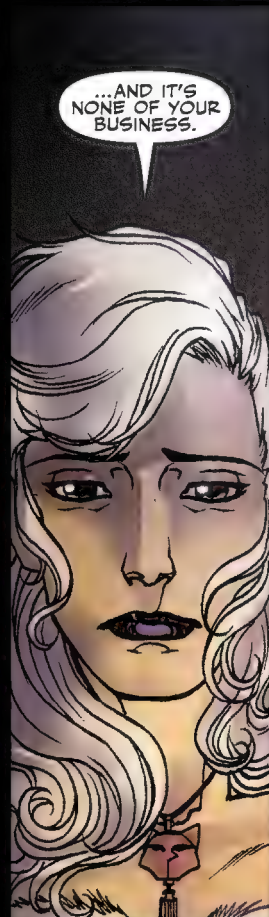
SO HE DID THE NEXT BEST THING. HE PROMISED TO KEEP ME SAFE FROM THE MONSTERS.



NOOOOOO!

I WISH I COULD HAVE DONE THE SAME FOR HIM.





THE LONG COLD WINTER HAS FINALLY ENDED.

THE GOBLIN AND HIS CRONIES ARE DEAD OR IN CUSTODY, ROOSEVELT IS IN THE WHITE HOUSE, AND J. JONAH JAMESON IS ONCE MORE SOUNDING THE CLARION CALL FOR LIBERTY AND EQUALITY FROM EVERY NEWSSTAND IN THE CITY.

IT LOOKS LIKE NOTHING BUT GOOD TIMES AHEAD.

EVEN SO, AUNT MAY IS STILL ON HER SOAPBOX, STILL FIGHTING FOR THE RIGHTS OF THE COMMON PEOPLE.

SHE KNOWS THERE ARE STILL PLENTY OF BAD GUYS OUT THERE.

DAILY

Hitler's Nazis Gain Power

Berlin. Today the German Parliament passed the so-called Enabling Bill, giving Chancellor Hitler the powers formerly held by the streets, seeking out Jewish thugs roam the streets, under his new title of Minister of Public Mail, trickery and swindling" of "Jewish Vampires". With only 44 per cent of the popular vote, Hitler has replaced and intimidated process with violence and intimidation, arresting Social Democrat and

ATLANTIS SELLS

Celebrated biologist Dr. Otto Octavius joined a group of leading scientists on the crew of the research ship the Atlantis, as it departed on its six-month expedition to explore the ocean's depths.

THE MONSTERS ARE ALWAYS WITH US.

BUT THAT'S OKAY, BECAUSE THERE WILL ALWAYS BE GOOD GUYS TOO...

...AND IN THE END, WHEN ALL'S SAID AND DONE...

...GOOD GUYS ALWAYS WIN.

THE END



#1 variant by dennis calero



#2 variant by dennis calero



#3 variant by dennis calero



#4 variant by dennis calero

SPIDERMAN NOIR



30's PILOT GOGGLES

SUIT MADE OF
HEAVY LEATHER

TYPICAL WEBBING
NOT BETWEEN THE SEAMS
OF LEATHER, BUT GOING
OVER THEM, HOLDING THE
SUIT TOGETHER

USE SEPIA FOR
THE COLOR OF LEATHER

HEAVY CANVAS FOR
THE OTHER PARTS OF THE SUIT,
KEEPS SPIDERMAN FLEXIBLE.

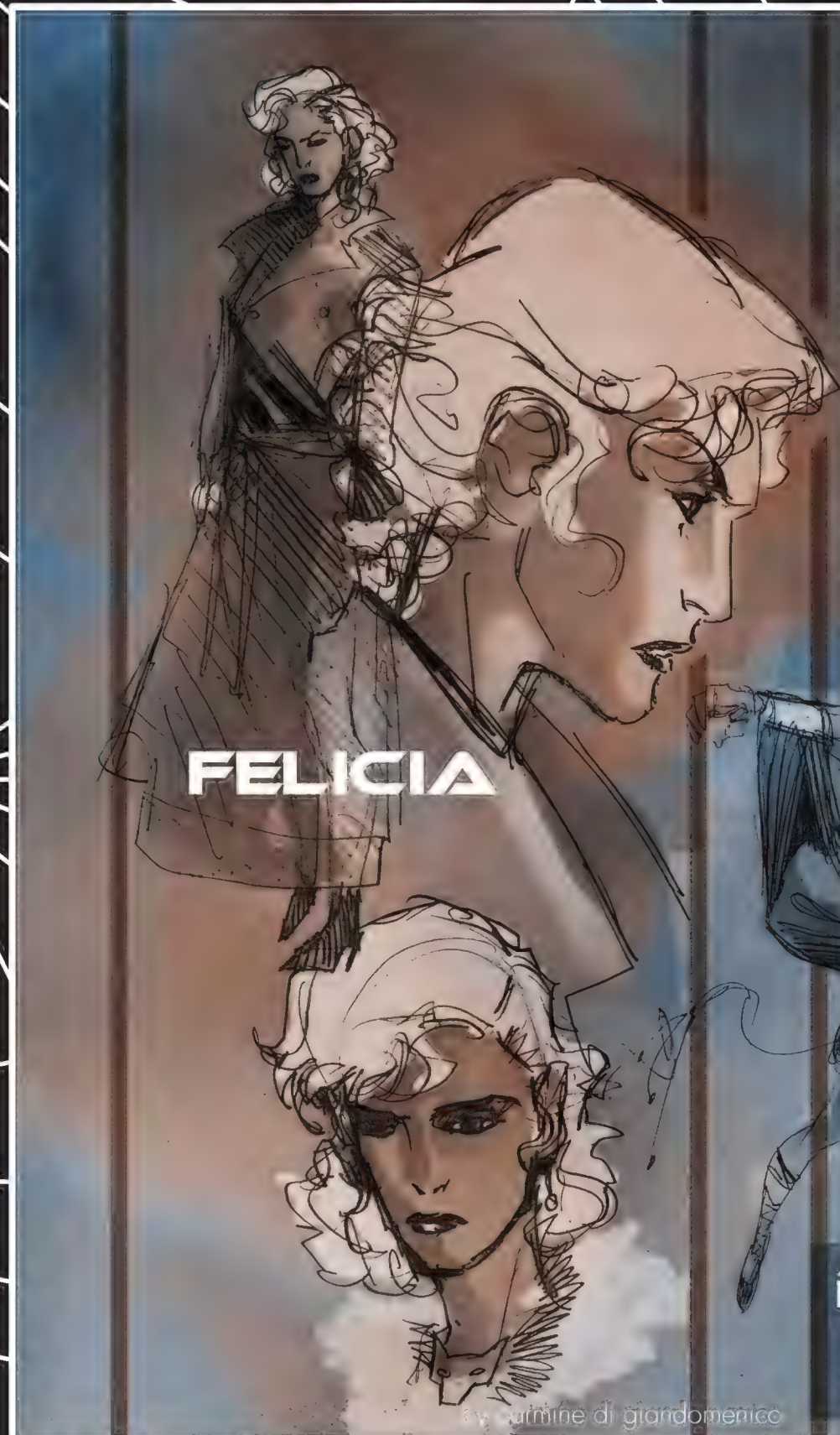
USE PIGEON-GRAY
FOR THE CANVAS PARTS OF THE SUIT

by marko djurdjevic

CHARACTER DESIGNS



by marko djurdjevic



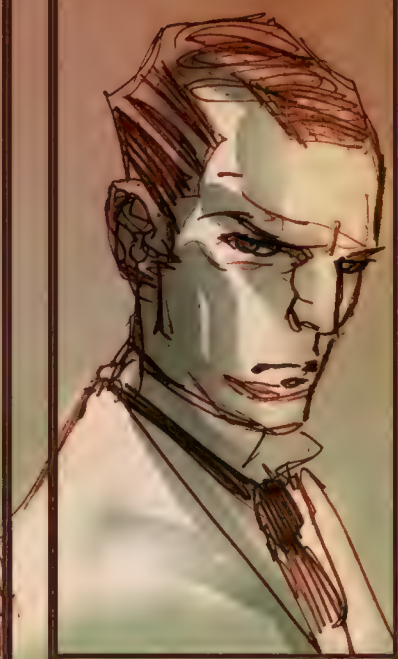
by valentine di giandomenico

FACE 01



GOBLIN

FACE 02



FACE 03



NORMAN
OSBORN

by carmine di giandomenico



CHARACTER DESIGNS

COVER SKETCHES



COVER SKETCHES

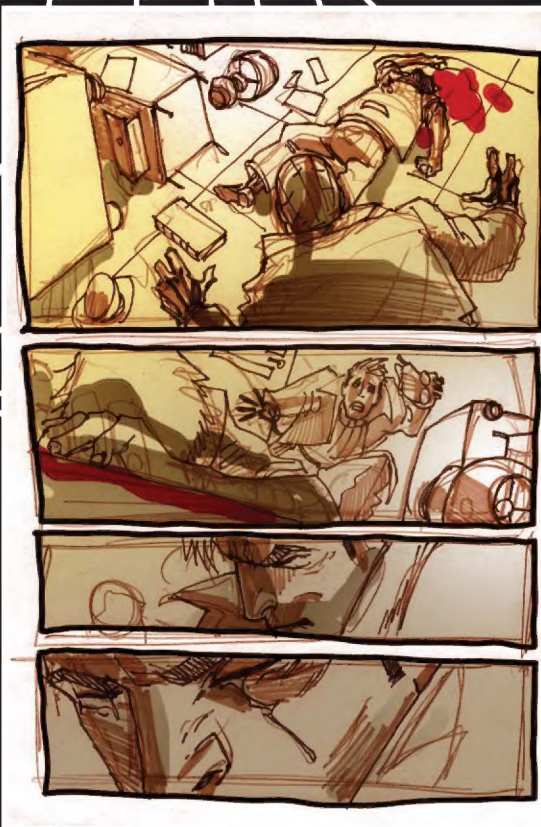


COVER SKETCHES



COVER SKETCHES

PAGE LAYOUTS



"Even in these very early, very rough layouts, Carmine Di Giandomenico's art communicates tremendous animation — action moves fluidly, locations are atmospheric, and the characters' faces convey expressiveness and emotion. It's art full of life."

—Alejandro Arbona, Editor



PAGE LAYOUTS

PAGE LAYOUTS



PAGE LAYOUTS

"Hine, Sapolsky and di Giandomenico's *Spider-Man Noir* has been a violent, action-packed romp since the first issue."

— Timothy Callahan, *ComicBookResources.com*

It was 1933, four long years after Wall Street crashed and took the rest of the world with it, and the Great Depression was just getting started. And so was the Goblin. A master at turning hopelessness into a commodity, the corrupt mob boss led a colorful gang of circus sideshow freaks — including the cannibalistic Vulture — in a corrupt stranglehold on the city.

Peter Parker came of age during this time of struggle and hardship. Raised by his Uncle Ben and Aunt May, two stemwinding Socialist committed to positive change for the people, Peter would have been a boyish beacon of optimism in any other era. But in this world of noir, he was an embittered, angry young man in search of justice.

And then along came a spider.

After a fated meeting with a mystical arachnid and its life-changing bite, he may have just inherited the force to honor the phrase, "If those in power can't be trusted, it's the responsibility of the people to remove them."



T+

MARVEL

Collecting *Spider-Man Noir* #1-4.